

ENTEGRIS INC
Form 4
February 05, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAUWALTER JAMES E

(Last) (First) (Middle)
3250 JULIAN DRIVE
(Street)
CHASKA, MN 55318
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENTEGRIS INC [ENTG]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/01/2007		M		30,000 A \$ 3.15	115,319	D
Common Stock	02/01/2007		S		400 ⁽¹⁾ D \$ 10.65	114,919	D
Common Stock	02/01/2007		S		1,400 ⁽¹⁾ D \$ 10.66	113,519	D
Common Stock	02/01/2007		S		1,900 ⁽¹⁾ D \$ 10.67	111,619	D
Common Stock	02/01/2007		S		400 ⁽¹⁾ D \$ 10.68	111,219	D
	02/01/2007		S			106,919	D

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Common Stock			4,300 <u>(1)</u>	\$			10.69	
Common Stock	02/01/2007	S	1,900 <u>(1)</u>	D	\$ 10.7	105,019		D
Common Stock	02/01/2007	S	2,632 <u>(1)</u>	D	\$ 10.71	102,387		D
Common Stock	02/01/2007	S	5,500 <u>(1)</u>	D	\$ 10.72	96,887		D
Common Stock	02/01/2007	S	3,968 <u>(1)</u>	D	\$ 10.73	92,919		D
Common Stock	02/01/2007	S	2,100 <u>(1)</u>	D	\$ 10.74	90,819		D
Common Stock	02/01/2007	S	1,400 <u>(1)</u>	D	\$ 10.75	89,419		D
Common Stock	02/01/2007	S	200 <u>(1)</u>	D	\$ 10.76	89,219		D
Common Stock	02/01/2007	S	500 <u>(1)</u>	D	\$ 10.77	88,719		D
Common Stock	02/01/2007	S	300 <u>(1)</u>	D	\$ 10.78	88,419		D
Common Stock	02/01/2007	S	400 <u>(1)</u>	D	\$ 10.8	88,019		D
Common Stock	02/01/2007	S	900 <u>(1)</u>	D	\$ 10.82	87,119		D
Common Stock	02/01/2007	S	300 <u>(1)</u>	D	\$ 10.83	86,819		D
Common Stock	02/01/2007	S	300 <u>(1)</u>	D	\$ 10.84	86,519		D
Common Stock	02/01/2007	S	600 <u>(1)</u>	D	\$ 10.85	85,919		D
Common Stock	02/01/2007	S	200 <u>(1)</u>	D	\$ 10.87	85,719		D
Common Stock	02/01/2007	S	400 <u>(1)</u>	D	\$ 10.89	85,319		D

Common Stock						12,426		I	By James E. Dauwalter Rev. Trust UA 12/11/2001
Common Stock						102,866		I	By Judith V. Dauwalter Rev. Trust

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Common Stock	96,666	I	By James E. Dauwalter Irrev. Trust UA 4/10/2000
Common Stock	39,754	I	By Dauwalter Family Foundation
Common Stock	634,244	I	By Carville Company, LP
Common Stock	77,336	I	By Carville Company II, LP
Common Stock	390,070	I	By Carville Company III, LP
Common Stock	1,187,000	I	By Davar, LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to	\$ 3.15	02/01/2007		M	30,000	12/12/2001	12/12/2007	Common Stock	30,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAUWALTER JAMES E 3250 JULIAN DRIVE CHASKA, MN 55318	X			

Signatures

Peter W. Walcott, Attorney-in-Fact for James E. Dauwalter	02/02/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Indicated sales were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on September 8, 2006.
- (2) These options were acquired pursuant to an employee stock option plan that provided for the grant of options in consideration of services as an employee.

Remarks:

This is the first of two Form 4's (2/1/2007).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.