

WALCOTT PETER W
Form 4
November 29, 2012

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 *
WALCOTT PETER W

(Last) (First) (Middle)
25 LOWELL ROAD
(Street)

WELLESLEY, MA 02481

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

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)
SR V.P. & General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/27/2012		M		\$ 1.13	D	
Common Stock	11/27/2012		S		\$ 8.7666 (1)	D	
Common Stock	11/27/2012		M		\$ 7.07	D	
Common Stock	11/27/2012		S		\$ 8.7666 (1)	D	
	11/27/2012		M		\$ 5.4	D	

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Common
Stock

Common Stock	11/27/2012		S	19,494	D	\$ 8.7666	67,426	D
						<u>(1)</u>		

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.13	11/27/2012		M	35,000	<u>(2)</u> 02/19/2016	Common Stock	35,000	
Employee Stock Option (Right to Buy)	\$ 7.07	11/27/2012		M	41,405	<u>(2)</u> 02/21/2015	Common Stock	41,405	
Employee Stock Option (Right to Buy)	\$ 5.4	11/27/2012		M	19,494	<u>(3)</u> 02/19/2017	Common Stock	19,494	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SR V.P. & General Counsel	

WALCOTT PETER W
25 LOWELL ROAD
WELLESLEY, MA 02481

Signatures

/s/Peter W.
Walcott

11/29/2012

**Signature of
Reporting Person

Date

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).

- The price reported in column 4 is a weighted average price reported in reliance on a letter from the Office of Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Securities & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$8.61 to \$8.85, inclusive. The reporting person undertakes to provide Entegris, Inc. any shareholder of Entegris, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (1) These options are fully vested.
 - (2) The option vests in three equal annual installments on February 19, 2011, February 19, 2012 and February 19, 2013.
 - (3) These options were granted pursuant to an employee stock option plan that provides for the grant of options in consideration of services as an employee.
 - (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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