

CARNs MICHAEL P C
Form 4
August 08, 2005

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 *
CARNs MICHAEL P C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
966 CORAL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2005

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

PEBBLE BEACH, CA 93953-2503
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| | Derivative Security | | or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------------------|------------|---|--|------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | | | |
| Non-Employee Director Stock Option (right to buy) | \$ 9.4 | 08/06/2005 | A | | | | 11,120 | | (1) | 04/25/2015 | Common Stock | 11,120 |
| Non-Employee Director Stock Option (right to buy) | \$ 10.68 | 08/06/2005 | A | | | | 13,900 | | (3) | 04/28/2014 | Common Stock | 13,900 |
| Non-Employee Director Stock Option (right to buy) | \$ 5.66 | 08/06/2005 | A | | | | 13,900 | | (5) | 04/24/2013 | Common Stock | 13,900 |
| Non-Employee Director Stock Option (right to buy) | \$ 10.91 | 08/06/2005 | A | | | | 6,950 | | (7) | 04/26/2012 | Common Stock | 6,950 |
| Non-Employee Director Stock Option (right to buy) | \$ 6.55 | 08/06/2005 | A | | | | 13,900 | | (9) | 10/11/2011 | Common Stock | 13,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CARNS MICHAEL P C 966 CORAL DRIVE PEBBLE BEACH, CA 93953-2503 | | X | | |

Signatures

/s/ Peter W. Walcott, attorney-in-fact for Michael P.C.
Carns

08/08/2005

**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).
- (1) This option vests 25% on 4/25/2006 and in 3 equal annual installments thereafter.

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- (2) Received in the Merger in exchange for a Non- employee director stock option to acquire 8,000 shares of Mykrolis Corporation at a price of \$13.07 per share.
- (3) This option vests 25% on 4/28/2005 and in 3 equal annual installments thereafter.
- (4) Received in the Merger in exchange for a Non- employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$14.85 per share.
- (5) This option vests 25% on 4/24/2004 and in 3 equal annual installments thereafter.
- (6) Received in the Merger in exchange for a Non- employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$7.87 per share.
- (7) This option vests 25% on 4/26/2003 and in 3 equal annual installments thereafter.
- (8) Received in the Merger in exchange for a Non- employee director stock option to acquire 5,000 shares of Mykrolis Corporation at a price of \$15.16 per share.
- (9) This option vests 25% on 10/11/2002 and in 3 equal annual installments thereafter.
- (10) Received in the Merger in exchange for a Non- employee director stock option to acquire 10,000 shares of Mykrolis Corporation at a price of \$9.10 per share.

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.