

VILLAS JOHN D
Form 4
January 06, 2003

FORM 4

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

OMB APPROVAL

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

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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

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| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol Entegris, Inc. (ENTG) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|--|---|---|--|---|--|-----------------------------------|
| Villas, John D. (Last) (First) (Middle) 3500 Lyman Boulevard (Street) Chaska, MN 55318 (City) (State) (Zip) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year January 4, 2003 | | <input type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Chief Financial Officer | | | |
| | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock | 01/04/03 | | J ⁽¹⁾ | | 519 | A | \$8.76 | 182,252 | D | |
| Common Stock | | | | | | | | 118,710 | I | by ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivatives | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|--|--|---|--------------------|---|
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|--------------------------|--|--|--|---|--------------------|---|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Securities (Year) | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|-----------------------------|---------------------|------------------|-------------------------|---------------------------------|-------------------|-------------------|-----------------|----------------|----------------------------|--|---|------------|
| | | | | Acquired (A) or Disposed of (D) | (Instr. 3, 4 & 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | \$3.15 | | | | | (2) | 12/11/07 | Common Stock | 107,830 | 107,830 | D | |
| Stock Option (Right to Buy) | \$3.15 | | | | | (3) | 2/11/08 | Common Stock | 5,000 | 5,000 | D | |
| Stock Option (Right to Buy) | \$9.63 | | | | | (4) | 9/18/10 | Common Stock | 25,000 | 25,000 | D | |
| Stock Option (Right to Buy) | \$9.63 | | | | | (5) | 9/18/10 | Common Stock | 25,000 | 25,000 | D | |
| Stock Option (Right to Buy) | \$8.38 | | | | | (6) | 11/26/10 | Common Stock | 35,000 | 35,000 | D | |
| Stock Option (Right to Buy) | \$11.00 | | | | | (7) | 7/11/10 | Common Stock | 300 | 300 | D | |
| Stock Option (Right to Buy) | \$8.04 | | | | | (8) | 10/15/11 | Common Stock | 70,000 | 70,000 | D | |
| Stock Option (Right to Buy) | \$5.90 | | | | | (9) | 10/15/12 | Common Stock | 75,000 | 75,000 | D | |

Explanation of Responses:

(1) These shares were acquired under the Company's ESPP.

(2) 100% vested.

(3) 100% vested.

(4) 12,500 shares are exercisable; the remaining shares will become exercisable as follows: 6,250 shares on each of August 19, 2003 and 2004.

(5) 12,500 shares are exercisable; the remaining 12,500 shares will be exercisable as follows: (i) 6,250 shares on July 10, 2003; and (ii) 6,250 shares on July 10, 2004.

(6) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of November 27, 2003 and 2004.

(7) 100% vested.

(8) 17,500 shares are exercisable; an additional 17,500 shares will become exercisable on each of October 15, 2003, 2004, and 2005.

(9) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

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By: /s/ Lori Cameron
Attorney-in-Fact for John D. Villas
**Signature of Reporting Person

January 6, 2003
Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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