

Edlund Todd James
Form 4
February 21, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edlund Todd James

(Last) (First) (Middle)

C/O ENTEGRIS, INC., 129
CONCORD ROAD

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (D)	Price			
Common Stock	02/19/2019		F		4,447	D	\$ 34.36	147,556	D	
Common Stock	02/20/2019		M		29,377	A	\$ 13.49	176,933	D	
Common Stock	02/20/2019		S ⁽¹⁾		29,377	D	\$ 35.0308 ⁽²⁾	147,556	D	
Common Stock	02/21/2019		S ⁽¹⁾		3,600	D	\$ 35.5177 ⁽³⁾	143,956	D	

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.49	02/20/2019		M	29,377	<u>(4)</u> 02/19/2022	Common Stock 29,377

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Edlund Todd James C/O ENTEGRIS, INC. 129 CONCORD ROAD BILLERICA, MA 01821	EVP & COO

Signatures

/s/ Joseph Colella, Attorney-In-Fact for Todd J. Edlund 02/21/2019

__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) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on December 11, 2018.

The price in column 4 is a weighted average price reported in reliance to a letter from the Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Secretaries and Corporate Governance Professionals dated June

(2) 25, 2008. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.12, 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 of this footnote.

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The price in column 4 is a weighted average price reported in reliance to a letter from the Chief Counsel, Securities and Exchange Commission's Division of Corporate Finance to the Society of Corporate Secretaries and Corporate Governance Professionals dated June

(3) 25, 2008. These shares were sold in multiple transactions at prices ranging from \$35.13 to \$35.80, 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 of this footnote.

(4) This option is fully vested.

(5) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration for services as an employee.

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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