

GRAVES GREGORY B
Form 4
July 28, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAVES GREGORY B

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)

4613 DREXEL AVE. S.

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2017

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

EVP & CFO

(Street)

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

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

EDINA, MN 55424

(City) (State) (Zip)

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)
Common Stock	07/26/2017		M	900	A \$ 13.49	61,546	D
Common Stock	07/26/2017		S ⁽¹⁾	900	D \$ 26	60,646	D
Common Stock	07/27/2017		M	18,812	A \$ 13.49	79,458	D
Common Stock	07/27/2017		S ⁽¹⁾	18,812	D \$ (2) 26.2248	60,646	D

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
Employee Stock Option (Right to Buy)	\$ 13.49	07/26/2017		M	900	<u>(3)</u> 02/19/2022	Common Stock	900
Employee Stock Option (Right to Buy)	\$ 13.49	07/27/2017		M	18,812	<u>(3)</u> 02/19/2022	Common Stock	18,812

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAVES GREGORY B 4613 DREXEL AVE. S. EDINA, MN 55424			EVP & CFO	

Signatures

/s/ Sue Lee, Attorney-In-Fact for Gregory B.
Graves

07/28/2017

____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 May 12, 2017.

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The price 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 Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares

(2) were sold in multiple transactions at prices ranging from \$26.00 to \$26.75, 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 note.

(3) This option vests in four equal installments. The first two installments became exercisable on February 19, 2016 and February 19, 2017, respectively. The remaining installments become exercisable on February 19, 2018 and February 19, 2019, respectively.

(4) This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of service 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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