

PANDRAUD JEAN MARC
Form 4
August 09, 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 *
PANDRAUD JEAN MARC

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)
100 WALTHAM STREET

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

LEXINGTON, MA 02421

(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)
			Code	V Amount (D) Price			
Common Stock	08/06/2005		A	84,940 A 11	84,940	D	

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

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SEC 1474 (9-02)

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

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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 Number Shares
Employee Stock Option (right to buy)	\$ 11.12	08/06/2005		A	83,400	<u>(2)</u> 12/04/2010	Common Stock 83,400
Employee Stock Option (right to buy)	\$ 4.89	08/06/2005		A	97,300	<u>(4)</u> 12/18/2009	Common Stock 97,300
Employee Stock Option (right to buy)	\$ 8.35	08/06/2005		A	62,550	<u>(6)</u> 11/29/2008	Common Stock 62,550
Employee Stock Option (right to buy)	\$ 10.79	08/06/2005		A	145,950	<u>(8)</u> 08/10/2008	Common Stock 145,950
Employee Stock Option (right to buy)	\$ 10.79	08/06/2005		A	695	<u>(10)</u> 08/10/2007	Common Stock 695
Employee Stock Option (right to buy)	\$ 6.1	08/06/2005		A	51,182	<u>(12)</u> 12/07/2010	Common Stock 51,182

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANDRAUD JEAN MARC 100 WALTHAM STREET			Executive Vice President & COO	

LEXINGTON, MA 02421

Signatures

/s/ Jean-Marc
Pandraud

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).
Received in exchange for 61,108 shares of Mykrolis Corporation common stock in connection with the merger of Mykrolis Corporation into Eagle DE, Inc. pursuant to Agreement and Plan of Merger, dated March 21, 2005 (the "Merger"); pursuant to the Merger Eagle DE, Inc. changed its name to Entegris, Inc.
- (1) This option vested 25% on 12/4/2004 and thereafter quarterly in equal installments.
- (2) Received in the Merger in exchange for an employee stock option to acquire 60,000 shares of Mykrolis Corporation at a price of \$15.46 per share.
- (3) This option vested 25% on 12/18/2003 and thereafter quarterly in equal installments.
- (4) Received in the Merger in exchange for an employee stock option to acquire 70,000 shares of Mykrolis Corporation at a price of \$6.80 per share.
- (5) This option vested 25% on 11/29/2002 and thereafter quarterly in equal installments.
- (6) Received in the Merger in exchange for an employee stock option to acquire 45,000 shares of Mykrolis Corporation at a price of \$11.60 per share.
- (7) This option vested 25% on 8/10/2002 and thereafter quarterly in equal installments.
- (8) Received in the Merger in exchange for an employee stock option to acquire 105,000 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (9) This option vested 33% on 8/10/2002 and thereafter quarterly in equal installments.
- (10) Received in the Merger in exchange for an employee stock option to acquire 500 shares of Mykrolis Corporation at a price of \$15.00 per share.
- (11) This option is fully vested .
- (12) Received in the Merger in exchange for an employee stock option to acquire 36,822 shares of Mykrolis Corporation at a price of \$8.48 per share.
- (13)

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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