

**ENTEGRIS INC**  
Reported by  
**GRAVES GREGORY B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/22/17 for the Period Ending 02/19/17

Address	129 CONCORD ROAD BILLERICA, MA 01821
Telephone	9784366500
CIK	0001101302
Symbol	ENTG
SIC Code	3089 - Plastics Products, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GRAVES GREGORY B</b>			<b>ENTEGRIS INC [ ENTG ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>4613 DREXEL AVE. S.</b>			<b>2/19/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>EDINA, MN 55424</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/19/2017		F		7743	D	\$21.95	84080	D	
Common Stock	2/21/2017		M		72954	A	\$11.71	157034	D	
Common Stock	2/21/2017		S (1)		72954	D	\$22.064 (3)	84080	D	
Common Stock	2/21/2017		M		18948	A	\$9.88	103028	D	
Common Stock	2/21/2017		S (2)		18948	D	\$22.0649 (4)	84080	D	
Common Stock	2/21/2017		S		9217	D	\$22.0177 (5)	74863	D	
Common Stock	2/21/2017		S		14217	D	\$22.0655 (4)	60646	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$11.71	2/21/2017		M		72954		(6)	2/19/2021	Common Stock	72954	(7)	24318	D	
Employee Stock Option (Right to Buy)	\$9.88	2/21/2017		M		18948		(8)	2/19/2020	Common Stock	18948	(7)	0	D	

### Explanation of Responses:

- (1) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on November 29, 2016.
- (2) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the Reporting Person on August 19, 2016.
- (3) 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 Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$21.85 to \$22.20 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 footnote.
- (4) 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 Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in

multiple transactions at prices ranging from \$21.90 to \$22.20 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 footnote.

- ( 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
- 5) Division of Corporate Finance to the Society of Corporate Secretaries & Corporate Governance Professionals dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$21.90 to \$22.10 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 footnote.
- ( This options vests in four equal installments. The first three installments became exercisable on February 19, 2015, February 19, 2016 and February 19, 2017,
- 6) respectively. The last installment becomes exercisable on February 19, 2018.
- ( This option was granted pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.
- 7)
- ( This option is fully vested.
- 8)

#### 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 Graves

2/22/2017

\*\*Signature of Reporting Person

Date

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).

\*\* 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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