

ENTEGRIS INC
Form 4
May 05, 2006

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 *
DAUWALTER JAMES E

(Last) (First) (Middle)
3250 JULIAN DRIVE
(Street)
CHASKA, MN 55318
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/04/2006 | | S | | 18,000 ⁽¹⁾ \$ 11 | D | 294,426 I By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | | S | | 13,347 ⁽¹⁾ \$ 11 | D | 281,079 I By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | | S | | 500 ⁽¹⁾ \$ 11.01 | D | 280,579 I By James E. Dauwalter |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|----------|---------|---|--|
| Common Stock | 05/05/2006 | S | <u>3,300</u> (1) | D | \$ 11.02 | 277,279 | I | Rev. Trust UA 12/11/2001 By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | <u>3,988</u> (1) | D | \$ 11.03 | 273,291 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | <u>6,000</u> (1) | D | \$ 11.04 | 267,291 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | <u>15,487</u> (1) | D | \$ 11.05 | 251,804 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | <u>6,878</u> (1) | D | \$ 11.06 | 244,926 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | <u>7,087</u> (1) | D | \$ 11.07 | 237,839 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | 113 <u>(1)</u> | D | \$ 11.08 | 237,726 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | 05/05/2006 | S | 300 <u>(1)</u> | D | \$ 11.09 | 237,426 | I | By James E. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | | | | | | 85,319 | D | |
| | | | | | | 251,668 | I | |

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| | | | | | | | |
|--------------|--|--|--|-----------|---|--|---|
| Common Stock | | | | | | | By 401(k) Plan |
| Common Stock | | | | 329,828 | I | | By Judith V. Dauwalter GRAT I |
| Common Stock | | | | 102,866 | I | | By Judith V. Dauwalter Rev. Trust UA 12/11/2001 |
| Common Stock | | | | 96,666 | I | | By James E. Dauwalter Irrev. Trust UA 4/10/2000 |
| Common Stock | | | | 39,754 | I | | By Dauwalter Family Foundation |
| Common Stock | | | | 634,244 | I | | By Carville Company, LP |
| Common Stock | | | | 77,336 | I | | By Carville Company II, LP |
| Common Stock | | | | 390,070 | I | | By Carville Company III, LP |
| Common Stock | | | | 1,187,000 | I | | By Davar, LP |
| Common Stock | | | | 30,468 | I | | By JJD Industries, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo Trans (Instr | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAUWALTER JAMES E 3250 JULIAN DRIVE CHASKA, MN 55318 | | X | | |

Signatures

Peter W. Walcott, Attorney-in-Fact for James E. Dauwalter
 05/05/2006
 **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) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 Plan adopted by the reporting person on January 20, 2006.

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