

Murphy John J  
Form 4  
February 24, 2011

**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 \*  
Murphy John J

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)  
129 CONCORD ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President -HR

BILLERICA, MA 01821

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/22/2011		A		11,187 (1) \$ 0 (2)	D	
Common Stock	02/23/2011		S		2,713 (4) \$ 8.4041 (5)	D	
Common Stock	02/23/2011		S		2,163 (6) \$ 8.5482	D	

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**

SEC 1474 (9-02)

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**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)	\$ 8.76	02/22/2011		A	28,544	(7) 02/19/2018	Common Stock 28,544

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy John J 129 CONCORD ROAD BILLERICA, MA 01821			Sr. Vice President -HR	

## Signatures

Peter W. Walcott, Attorney-In-Fact for John J. Murphy  
02/24/2011

\_\_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 are restricted stock units with restrictions that lapse over a 4 year period with respect to 25% of these shares per year, starting on February 19, 2012.
- (2) This restricted stock unit award was made pursuant to an equity incentive award plan in consideration of services as an employee.
- (3) In addition to the grant reported hereby, the balance also reflects an adjustment to correct an overstatement of 2,851 shares in prior filings on Form 4.
- (4) These shares were sold pursuant to a 10b5-1 Trading Plan established by the Reporting Person on May 19, 2010.
- (5) The price reported 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 Securities & Corporate Governance Professionals

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dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$8.10 to \$8.76 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 reported 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 Securities & Corporate Governance Professionals

- (6) dated June 25, 2008. These shares were sold in multiple transactions at prices ranging from \$8.45 to \$8.65, 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.
- (7) The option vests in 4 equal annual installments on February 19, 2012, February 19, 2013, February 19, 2014 and February 19, 2015.
- (8) These options were awarded pursuant to a stock option plan that provides for the award of options in consideration of 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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