ENTEGRIS INC
Form 4
March 24, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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1. Name and Address of Reporting Person* **Dauwalter, James E.**	2. Issuer Name **and** Ticker or Trading Symbol **Entegris, Inc. (ENTG)**		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) **X** Director _ 10% Owner **X** Officer (give title below) _ Other (specify below) **Chief Executive Officer, President, and Director**
(Last) (First) (Middle) **3500 Lyman Boulevard**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **March 21, 2003**	
(Street) **Chaska, MN 55318**		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) **X** 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	**03/20/03**		**S**		**5,000**	**D**	**$11.27**			
Common Stock	**03/20/03**		**S**		**5,000**	**D**	**$11.80**			
Common Stock	**03/20/03**		**S**		**5,000**	**D**	**$11.76**			
Common Stock	**03/20/03**		**S**		**10,000**	**D**	**$11.50**	**629,692**	**D**	**by trust**
Common Stock								**15,000**	**I**	**by Security Charitable Remainder Trust**
Common Stock								**76,355**	**D**	**by GRAT II**(1)
Common Stock								**588,949**	**I**	**by family members**(2)
Common Stock								**1,401,612**	**I**	**by Carville Company, LP**(3)

Common Stock								**261,587**	**I**	**by Judith Dauwalter GRAT[1]**
Common Stock								**76,355**	**I**	**by Judith Dauwalter GRAT II[1]**
Common Stock	**03/20/03**		**S**		**10,000**	**D**	**$11.40**			
Common Stock	**03/20/03**		**S**		**5,000**	**D**	**$11.82**			
Common Stock	**03/20/03**		**S**		**5,000**	**D**	**$11.60**			
Common Stock	**03/20/03**		**S**		**5,000**	**D**	**$11.85**	**575,000**	**I**	**by Carville Company II, LP[3]**
Common Stock								**16,968**	**I**	**JJD Industries, LLC[4]**
Common Stock								**50,354**	**I**	**by family foundation**
Common Stock								**280,161**	**I**	**by ESOP**

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).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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 Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	**$3.15**							[5]	**12/11/07**	**Common Stock**	**294,574**		**294,574**	**D**	
Stock Option (Right to Buy)	**$3.15**							[6]	**2/11/08**	**Common Stock**	**220,006**		**200,006**	**D**	
Stock Option	**$9.63**							[7]	**9/18/10**	**Common Stock**	**30,000**		**30,000**	**D**	

(Right to Buy)															
Stock Option (Right to Buy)	$9.63							[8]	9/18/10	Common Stock	35,000		35,000	D	
Stock Option (Right to Buy)	$8.38							[9]	11/26/10	Common Stock	90,000		90,000	D	
Stock Option (Right to Buy)	$11.00							[10]	7/11/10	Common Stock	300		300	D	
Stock Option (Right to Buy)	$8.04							[11]	10/15/11	Common Stock	135,000		135,000	D	
Stock Option (Right to Buy)	$5.90							[12]	10/15/12	Common Stock	130,000		130,000	D	

Explanation of Responses:

(1) This is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
(2) This amount has been decreased by 129,152 shares to reflect common stock no longer deemed to be beneficially owned by Reporting Person.
(3) This entity was formed as part of a series of transactions for estate planning purposes.
(4) JJD Industries, LLC was formed as part of a series of transactions for estate planning purposes.
(5) 100% vested.
(6) 100% vested.
(7) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
(8) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
(9) 45,000 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2003 and 2004.
(10) 100% vested.
(11) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
(12) This option will become exercisable with respect to 25% of the shares on each of October 15, 2003, 2004, 2005, and 2006.

By: /s/ Lori Cameron
Attorney-in-Fact for James E. Dauwalter
**Signature of Reporting Person

March 24, 2003
Date

**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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