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ENTEGRIS INC Form 4

November 27, 2002

FORM 4

obligations may continue.

See Instruction 1(b).

Washington, D.C. 20549 _ Check this box if no longer subject to Section STATEMENT OF CHANGES IN BENEFICIAL 16. Form 4 or Form 5 **OWNERSHIP**

OMB APPROVAL

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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

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A			Name and T		or Trac	ling Symbol	Person(s)	to Issuer (Check all applicable)				
Dauwalter, James E. (Last) (First) (Middle) 3500 Lyman Boulevard				orti	dentification ng Person, y (voluntary			4. Statement for Month/Day/Year November 25, 2002	X Directo 10% Own X Officer Other (spe	X Director 10% Owner X Officer (give title below) Other (specify below) Chief Executive Officer, President, and Director		
Chaska, MN					7. Individation (Check Applement App	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting						
(Cit		Tal	ole I Non	-Deri	vative	Securities Acquired, Dis	posed of, or l	Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Tranaction Code (Instr. S	tion (A) or Disposed of (D) ode (Instr. 3, 4 & 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	11/25/02		G	V	6,000	(D) D	N/A	(Instr. 3 & 4)				
Common Stock	11/25/02		G	V	294,000	D	N/A	315,337	D	by trust		
Common Stock	11/25/02		G	V	6,000	D	N/A					
Common Stock	11/25/02		G	V	294,000	D	N/A	640,333	I	by family members		
Common Stock								2,250,000	I	by Carville Company, LP(1)		
Common Stock	11/25/02		G	V	294,000	A	N/A					
Common Stock	11/25/02		G	V	294,000	A	N/A					
Common Stock	n 11/25/02			V	12,000	A	N/A	600,000	I	by Carville Company II, LP ⁽²⁾		

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Common Stock	11/25/02	G	V	6,000	A	N/A			
Common Stock	11/25/02	G	V	6,000	A	N/A			
Common Stock	11/25/02	G	V	12,000	D	N/A	0	Ι	JJD Industries, LLC(3)
Common Stock							50,354	Ι	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.

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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)

Derivative Exercise Execution Exercise Execution Price of (Instr. 3) Derivative Security Price of (Instr. 3) Derivative Security Price of (Instr. 4) Date	1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exerc	isable	7. Title an	d	8. Price of	9. Number of	10.	11. Nature
Price of Date Date Date Find Date Derivative Security Securities Common Stock Sa.15 Code Stock Sp.		sion or	Trans-	Deemed	Trans-		nber	and Expiratio	n						
Content Cont	Security	Exercise	action	Execution	action					Underlyin	g	Security			Beneficial
Security Month/ Day/ Year Day/ Year Day/ Year Day/ Year Day/ Year Day/ Pear		Price of	Date		Code	Der	ivati	(MeIonth/Day/				(Instr. 5)			
Day/ Year) Day/ Year) So (A) or Disposed of (D) (Instr. 4) (D) or Indirect (I) (Instr. 4) (D) or (Instr. 4) (D) or Indirect (I) (Instr. 4) (D) or Indirect (I) (Instr. 4) (D) or Indirect (I) (Instr. 4) ((Instr. 3)	Derivative		if any						(Instr. 3 &	: 4)				(Instr. 4)
Vear Vear Vear Dispose Of (D) Clastr. Code V (A) (D) Date Exer-cisable Exer-cisable Code V (A) (D) Date Exer-cisable Code Cod		Security			(Instr.			d							
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Stock \$3.15 Code V (A) (D) Date Expiration Date Expiration Date Expiration Number of Shares						`									
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Exer-cisable tion Date or Number of Shares														(Instr. 4)	
Date Number of Shares Stock \$3.15					Code V	(A)	(D)	Date	Expira-	Title	Amount				
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Stock															
Option (Right to Buy) \$8.38 8															
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Stock \$8.38															
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(Right to		\$8.38						(8)			90,000		90,000	D	
										Stock					
Buy)															
	Buy)														

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Stock Option (Right to Buy)	\$11.00			(9)	Common Stock	300	300	D	
Stock Option (Right to Buy)	\$8.04			(10)	Common Stock	135,000	135,000	D	
Stock Option (Right to Buy)	\$5.90			(11)	Common Stock	130,000	130,000	D	

Explanation of Responses:

- (1) Carville Company, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (2) Carville Company II, LP is a grantor retained annuity trust and was formed as part of a series of transactions for estate planning purposes.
- (3) JJD Industries, LLC was formed as a part of a series of transactions for estate planning purposes.
- (4) 100% vested.
- (5) 100% vested.
- (6) 15,000 shares vested; an additional 7,500 shares will vest on each of August 19, 2003 and 2004.
- (7) 17,500 shares are exercisable; an additional 8,750 shares will vest on each of July 10, 2003 and 2004.
- (8) 22,500 shares are exercisable; an additional 22,500 shares will vest on each of November 27, 2002, 2003, and 2004.
- (9) 100% vested.
- (10) 33,750 shares are exercisable; an additional 33,750 shares will become exercisable on each of October 15, 2003, 2004, and 2005.
- (11) 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

November 27, 2002

Date

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).