

VILLAS JOHN D
Form 4
December 26, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)					
Villas, John D.			Entegris, Inc. (ENTG)			to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year December 26, 2002			<input type="checkbox"/> Director		
3500 Lyman Boulevard									<input checked="" type="checkbox"/> 10% Owner		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)			<input checked="" type="checkbox"/> Other (specify below)		
Chaska, MN 55318									<input checked="" type="checkbox"/> Chief Financial Officer		
(City) (State) (Zip)						<input type="checkbox"/> 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 & 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	12/26/02		G	V	5,000	D	n/a	181,733	D	
Common Stock								118,710	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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Securities (Year)		Date Exercisable	Expiration Date	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
					Acquired (A) or Disposed of (D)	(Instr. 3, 4 & 5)			Title	Amount or Number of Shares			
Stock Option (Right to Buy)	\$3.15					(1)	12/11/07	Common Stock	107,830		107,830	D	
Stock Option (Right to Buy)	\$3.15					(2)	2/11/08	Common Stock	5,000		5,000	D	
Stock Option (Right to Buy)	\$9.63					(3)	9/18/10	Common Stock	25,000		25,000	D	
Stock Option (Right to Buy)	\$9.63					(4)	9/18/10	Common Stock	25,000		25,000	D	
Stock Option (Right to Buy)	\$8.38					(5)	11/26/10	Common Stock	35,000		35,000	D	
Stock Option (Right to Buy)	\$11.00					(6)	7/11/10	Common Stock	300		300	D	
Stock Option (Right to Buy)	\$8.04					(7)	10/15/11	Common Stock	70,000		70,000	D	
Stock Option (Right to Buy)	\$5.90					(8)	10/15/12	Common Stock	75,000		75,000	D	

Explanation of Responses:

(1) 100% vested.

(2) 100% vested.

(3) 12,500 shares are exercisable; the remaining shares will become exercisable as follows: 6,250 shares on each of August 19, 2003 and 2004.

(4) 12,500 shares are exercisable; the remaining 12,500 shares will be exercisable as follows: (i) 6,250 shares on July 10, 2003; and (ii) 6,250 shares on July 10, 2004.

(5) 8,750 shares are exercisable; an additional 8,750 shares will vest on each of November 27, 2002, 2003, and 2004.

(6) 100% vested.

(7) 17,500 shares are exercisable; an additional 17,500 shares will become exercisable on each of October 15, 2003, 2004, and 2005.

(8) 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 John D. Villas

December 26, 2002

Date

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**Signature of Reporting Person

**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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