

PANDRAUD JEAN MARC
Form 4
January 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PANDRAUD JEAN MARC

(Last) (First) (Middle)
100 WALTHAM STREET
(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2006

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)
Exec VP & COO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/04/2006		S	8 ⁽¹⁾ D \$ 9.46	228,872	D	
Common Stock	01/04/2006		S	11 ⁽¹⁾ D \$ 9.47	228,861	D	
Common Stock	01/04/2006		S	191 ⁽¹⁾ D \$ 9.49	228,670	D	
Common Stock	01/04/2006		S	297 ⁽¹⁾ D \$ 9.5	228,373	D	
Common Stock	01/04/2006		S	522 ⁽¹⁾ D \$ 9.51	227,851	D	

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Common Stock	01/04/2006	S	<u>1,593</u> ⁽¹⁾	D	\$ 9.52	226,258	D
Common Stock	01/04/2006	S	<u>530</u> ⁽¹⁾	D	\$ 9.53	225,728	D
Common Stock	01/04/2006	S	<u>779</u> ⁽¹⁾	D	\$ 9.54	224,949	D
Common Stock	01/04/2006	S	<u>971</u> ⁽¹⁾	D	\$ 9.55	223,978	D
Common Stock	01/04/2006	S	<u>689</u> ⁽¹⁾	D	\$ 9.56	223,289	D
Common Stock	01/04/2006	S	<u>471</u> ⁽¹⁾	D	\$ 9.57	222,818	D
Common Stock	01/04/2006	S	<u>1,099</u> ⁽¹⁾	D	\$ 9.58	221,719	D
Common Stock	01/04/2006	S	<u>1,118</u> ⁽¹⁾	D	\$ 9.59	220,601	D
Common Stock	01/04/2006	S	<u>1,818</u> ⁽¹⁾	D	\$ 9.6	218,783	D
Common Stock	01/04/2006	S	<u>1,360</u> ⁽¹⁾	D	\$ 9.61	217,423	D
Common Stock	01/04/2006	S	<u>1,259</u> ⁽¹⁾	D	\$ 9.62	216,164	D
Common Stock	01/04/2006	S	<u>996</u> ⁽¹⁾	D	\$ 9.63	215,168	D
Common Stock	01/04/2006	S	<u>572</u> ⁽¹⁾	D	\$ 9.64	214,596	D
Common Stock	01/04/2006	S	<u>855</u> ⁽¹⁾	D	\$ 9.65	213,741	D
Common Stock	01/04/2006	S	<u>926</u> ⁽¹⁾	D	\$ 9.66	212,815	D
Common Stock	01/04/2006	S	<u>244</u> ⁽¹⁾	D	\$ 9.67	212,571	D
Common Stock	01/04/2006	S	<u>682</u> ⁽¹⁾	D	\$ 9.68	211,889	D
Common Stock	01/04/2006	S	<u>577</u> ⁽¹⁾	D	\$ 9.69	211,312	D
Common Stock	01/04/2006	S	<u>307</u> ⁽¹⁾	D	\$ 9.7	211,005	D
Common Stock	01/04/2006	S	<u>159</u> ⁽¹⁾	D	\$ 9.71	210,846	D
	01/04/2006	S	<u>212</u> ⁽¹⁾	D		210,634	D

Common					\$			
Stock					9.72			
Common	01/04/2006		S	42 ⁽¹⁾	D	\$	210,593 ⁽²⁾	D
Stock						9.73		

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

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SEC 1474
(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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANDRAUD JEAN MARC 100 WALTHAM STREET LEXINGTON, MA 02421			Exec VP & COO	

Signatures

/s/ Peter W. Walcott, Attorney-in-Fact for Jean-Marc Pandraud

01/06/2006

**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) These shares were sold pursuant to a Rule 10b5-1 Trading Plan established by the reporting person on October 31, 2005 to provide cash to pay taxes owed to the issuer with respect to the partial lapse of restrictions on a restricted stock award dated August 16, 2005.

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- (2) One additional full share has been added to the total number of shares beneficially owned following the reported transactions to account for the cumulative effect of rounding off of fractional shares sold.

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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