ENTEGRIS INC
Form DEF 14A
April 03, 2009
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

ENTEGRIS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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ENTEGRIS, INC.

3500 Lyman Boulevard

Chaska, Minnesota 55318

NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 6, 2009

The 2009 Annual Meeting of Stockholders of Entegris, Inc. will be held at the Company s offices at 129 Concord Road, Billerica, Massachusetts on Wednesday, May 6, 2009, at 10:00 a.m., local time, to consider and act upon the following matters:

1. To elect eight (8) Directors to serve until the 2010 Annual Meeting of Stockholders.

2. To transact such other business as may properly come before the meeting and at any adjournment or postponement thereof.

Stockholders of record at the close of business on March 20, 2009 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof.

By order of the Board of Directors,

Peter W. Walcott

Senior Vice President, General Counsel & Secretary

Dated: April 3, 2009

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE IN ONE OF THE FOLLOWING THREE WAYS: (1) BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE ENCLOSED STAMPED ENVELOPE BY MAIL, (2) BY COMPLETING A PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE PROXY CARD, OR (3) BY COMPLETING A PROXY ON THE INTERNET AT THE INTERNET ADDRESS LISTED ON THE PROXY CARD.

Important Notice Regarding the Availability of Proxy Materials for the 2009 Annual Meeting of Stockholders to be Held on May 6, 2009 the Proxy Statement and the Annual Report are available at http://phx.corporate-ir.net/phoenix.zhtml?c=121011&p=irol-proxy

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ENTEGRIS, INC.

3500 Lyman Boulevard

Chaska, Minnesota 55318

Proxy Statement for the 2009 Annual Meeting of Stockholders

To Be Held on May 6, 2009

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of Entegris, Inc., a Delaware corporation, (Entegris or the Company) for use at the 2009 Annual Meeting of Stockholders to be held at the Company s offices at 129 Concord Road, Billerica, Massachusetts on Wednesday, May 6, 2009, at 10:00 a.m., local time, and at any adjournment or adjournments of that meeting. This proxy statement, the foregoing Notice of Annual Meeting of Stockholders, the enclosed form of proxy and the Company s 2008 Annual Report on Form 10-K are first being mailed or given to stockholders on or about April 3, 2009.

PROXIES

A stockholder giving a proxy may revoke it at any time before it is voted by executing and delivering to Entegris another proxy bearing a later date, by delivering a written notice to the Secretary of the Company stating that the proxy is revoked, or by voting in person at the 2009 Annual Meeting. Any properly completed proxy forms returned in time to be voted at the Annual Meeting will be voted in accordance with the instructions indicated thereon. If no instructions are indicated on the proxy, the proxy will be voted **In Favor** of the election of the eight named nominees as directors and in accordance with the recommendations of the Board of Directors with respect to other matters to come before the 2009 Annual Meeting. In addition, the proxy confers discretionary authority to vote on any other matter properly presented at the 2009 Annual Meeting which is not known to the Company as of the date of this proxy statement, unless the proxy directs otherwise.

Stockholders may vote by proxy in one of the following three ways: **(1)** by completing, signing and dating the enclosed proxy card and returning it in the enclosed postage paid envelope by mail, **(2)** by completing a proxy using the toll-free telephone number listed on the proxy card in accordance with the specified instructions, or **(3)** by completing a proxy on the Internet at the address listed on the proxy card in accordance with the specified instructions.

All costs of solicitation of proxies will be borne by Entegris. In addition to solicitations by mail, the Company s directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, personal interviews and the Internet. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and Entegris will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

VOTING SECURITIES AND VOTES REQUIRED

The record date for the determination of stockholders entitled to notice of and to vote at the 2009 Annual Meeting was the close of business on March 20, 2009 (the Record Date). On the Record Date, there were 113,456,909 shares of Common Stock, $0.01 par value per share, the Company s only voting securities, outstanding and entitled to vote. Each share of common stock is entitled to one vote. Under the Company s By-Laws, the holders of a majority of the shares of common stock outstanding and entitled to vote at the meeting shall constitute a quorum for the transaction of business at the meeting. Shares of common stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for stockholder approval) will be counted for purposes of determining whether a quorum is present. The affirmative vote of the holders of a majority of votes cast by the stockholders entitled to vote at the meeting is required for the election of directors (see Corporate Governance Majority Voting for Directors below). Shares which abstain from voting as to a particular matter, and shares held in street name by brokers or nominees, who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter, and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and broker non-votes will not be included in vote totals and will not affect the outcome of the voting on the election of the directors.

HISTORICAL NOTE

The Company is the surviving entity from an August 6, 2005 merger pursuant to which Entegris, Inc., a Minnesota corporation, and Mykrolis Corporation, a Delaware corporation, were merged into the Company in a strategic merger of equals transaction. As used in this proxy statement, references to the Merger mean the above described merger of equals transaction and references to Entegris Minnesota and Mykrolis mean Entegris, Inc., a Minnesota corporation, and Mykrolis Corporation, a Delaware corporation, the constituent predecessor corporations to the Merger, respectively.

ELECTION OF DIRECTORS

At each annual meeting of stockholders, directors are elected for a term of one year to succeed those directors whose terms are expiring. The persons named in the enclosed proxy will vote to elect as directors the nominees designated by the Board of Directors, whose names are listed below, unless the proxy is marked otherwise. Each of the nominees has indicated his willingness to serve, if elected. However, if a nominee should be unable to serve, the shares of common stock represented by proxies may be voted for a substitute nominee designated by the Board of Directors. There are no family relationships between or among any officers or directors of Entegris.

Nominees for Election

Set forth below are the name and age of each nominee for election as a director, his principal occupation and the year of his first election as a director of Entegris or a predecessor public corporation.

Name of Nominee	Age	Principal Occupation	Director Since*
Gideon Argov	52	President & Chief Executive Officer, Entegris, Inc.	2004
Michael A. Bradley	60	Chief Executive Officer, Teradyne, Inc.	2001
Michael P.C. Carns	71	Independent Business Consultant	2001
Daniel W. Christman	65	Senior Vice President, International Affairs, U.S. Chamber of Commerce	2001
Gary F. Klingl	69	Management Consultant	2000
Roger D. McDaniel	70	Chairman of the Board, Retired Executive	1999
Paul L.H. Olson	58	Chief Executive Officer, NuBridges, Inc.	2003
Brian F. Sullivan	47	Chief Executive Officer, SterilMed, Inc.	2003

* Includes service with predecessor public company, Entegris Minnesota in the case of Messrs. Klingl, Olson, McDaniel and Sullivan and Mykrolis in the case of Messrs. Argov, Bradley, Carns and Christman.

Set forth below are the principal occupation and business experience during at least the past five years of each director as well as the names of other publicly held companies of which he serves as a director. All of the following directors have served as Entegris directors since the Merger.

Gideon Argov serves as our President and Chief Executive Officer. He served as the Chief Executive Officer and a director of Mykrolis from November 2004 until the Merger. Prior to joining Mykrolis, Mr. Argov was a

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Special Limited Partner at Parthenon Capital, a Boston-based private equity partnership, since 2001. He served as Chairman, Chief Executive Officer and President of Kollmorgen Corporation from 1991 to 2000. From 1988 to 1991 he served as Chief Executive Officer of High Voltage Engineering Corporation. Prior to 1988, he led consulting engagement teams at Bain and Company. He is a director of Interline Brands, Inc., X-Rite Incorporated and Fundtech Corporation.

Michael A. Bradley served as a director of Mykrolis and as Chairman of the Audit & Finance Committee of the Mykrolis board of directors from 2001 until the Merger. He served as Chairman of the Audit & Finance Committee of the Company s board of directors from the date of the Merger until June 14, 2006 and as a member of that committee until May 2008 when he joined the Management Development & Compensation Committee of the Company s board of directors. He has been the Chief Executive Officer and a director of Teradyne, Inc. since 2004. Prior to that he served as President of Teradyne, Inc. since May of 2003 and as President, Semiconductor Test Division of Teradyne since April of 2001. Mr. Bradley served as the Chief Financial Officer of Teradyne, Inc. from 1999 until 2001 and as a Vice President of Teradyne since 1992. Prior to that, Mr. Bradley held various finance, marketing, sales and management positions with Teradyne and worked in the audit practice group of the public accounting firm of Coopers and Lybrand. Mr. Bradley was appointed to Teradyne s Management Committee in 1994 and its Executive Committee in 1996. Mr. Bradley serves as a director of the Massachusetts High Technology Council. He received his A.B. degree from Amherst College and an M.B.A. from the Harvard Business School.

Michael P.C. Carns has served as a director of Mykrolis and as a member of the Management Development & Compensation Committee of the Mykrolis board of directors since 2001 and as Chairman of that committee from 2004 until the Merger; he has also served as the Chairman of the Management Development & Compensation Committee of the Company since June 14, 2006. Mr. Carns retired in the grade of General from the United States Air Force in September 1994 after 35 years of service. General Carns currently is an independent business consultant. From 2001 through 2003, he served as Vice Chairman of PrivaSource, Inc., a software company focusing on health data privacy and security. From 1995 to 2000, General Carns served as President and Executive Director of the Center for International Political Economy. From May 1991 until his retirement, General Carns served as Vice Chief of Staff, United States Air Force. From September 1989 until 1991, he served as Director of the Joint Staff, Joint Chiefs of Staff. He is a member of the Department of Defense Science Board and numerous professional and civic organizations. General Carns graduated from the United States Air Force Academy in 1959; from the Harvard Business School in 1967; and from the Royal College of Defence Studies, London, England in 1977.

Daniel W. Christman has served as a director of Mykrolis and as a member of the Audit & Finance Committee of the Mykrolis board of directors from 2001 until the Merger. From February of 2003 through 2004 he was designated as the Presiding Director of the Mykrolis Board of Directors. Since the Merger he served on the Audit & Finance Committee of the Company s board of directors and since May 2008 on its Governance & Nominating Committee. In 2003 he became a Senior Vice President, International Affairs of the U.S. Chamber of Commerce. From 2001 until 2003 he was the President and Executive Director of the Kimsey Foundation, Washington, D.C., which has been active in education and community development in the Washington, D.C. area as well as in international issues that focus on the alleviation of human suffering. He was named to this position in July 2001, after his retirement as a Lieutenant General from a career in the United States Army that spanned more than 36 years. Immediately prior to his retirement, General Christman served as the Superintendent of the United States Military Academy at West Point since 1996. From 1994 until 1996, General Christman served as Assistant to the Chairman of the Joint Chiefs of Staff of the United States. General Christman s key command positions have also included the U.S. Army s Engineer School in the early 1990 s, and the U.S. Army Corps of Engineer District in Savannah, Georgia. General Christman also served in President Ford s administration as a member of the National Security Council staff, where he shared responsibility for strategic arms control. General Christman currently serves as a member of the Board of Directors of Ultralife, Inc., a manufacturer of high-energy lithium batteries for military, industrial and consumer applications and of United Services Automobile Association. General Christman is a graduate of the United States Military Academy at West Point, where he also

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was an Assistant Professor of Economics. General Christman holds an MPA degree in public affairs and an MSE degree in civil engineering from Princeton University and a Juris Doctor degree from The George Washington University Law School.

Gary F. Klingl served as a director of Entegris Minnesota and as Chairman of the Compensation and Stock Option Committee of the Entegris Minnesota Board of Directors from September 2000 until the Merger; he also served as the Chairman of the Management Development & Compensation Committee of the Company s board of directors from the Merger until June 14, 2006. Since 1994, Mr. Klingl has served as a management consultant. Prior to 1994, Mr. Klingl served as President of Green Giant Worldwide, a division of The Pillsbury Company and held various other management positions at Pillsbury.

Roger D. McDaniel serves as the independent Chairman of the Board of the Company and as the Chairman of the Audit & Finance Committee of the Company s board of directors since June 14, 2006. Prior to the Merger, he served as a director of Entegris Minnesota and as a member of the Compensation and Stock Option and Audit Committees of the Entegris Minnesota Board of Directors from August 1999 until the Merger. Prior to that time, Mr. McDaniel was a director of Fluoroware, Inc. since August 1997. Mr. McDaniel, currently retired, was President and Chief Executive Officer of IPEC, Inc., a manufacturer of chemical-mechanical planarization (CMP) equipment for the semiconductor industry, from 1997 to 1999. From 1989 to August 1996, Mr. McDaniel was the Chief Executive Officer of MEMC Electronic Materials, Inc., a silicon wafer producer, and was also a director of MEMC from April 1989 to March 1997. Mr. McDaniel is a director of Veeco Instruments, Inc. He is also a past director and Chairman of the Semiconductor Equipment and Materials International (SEMI) organization.

Paul L.H. Olson served as a director of Entegris Minnesota and as Chairman of the Governance Committee of the Entegris Minnesota board of directors from March 2003 until the Merger and as the Chairman of the Governance and Nominating Committee of the Company s board of directors since the Merger. Mr. Olson is the Chief Executive Officer and a director of NuBridges, Inc., a software business headquartered in Atlanta, Georgia. He served as Executive Vice President of Bethel University from 2002 to 2008. Prior to 2000, Mr. Olson was a founding executive of Sterling Commerce, Inc., an electronic commerce software company. Prior to his role with Sterling Commerce, he held executive positions with Sterling Software, Inc. and Michigan National Corp. Mr. Olson is a member of the board of directors of several private companies and non-profit organizations, including WMC Industries, Inc. and Christian Camp and Conference Association; Mr. Olson also serves as an advisor to Thoma Bravo Equity Partners. Mr. Olson holds a doctorate degree from the University of Pennsylvania.

Brian F. Sullivan served as a director of Entegris Minnesota and as a member of its Compensation and Stock Option Committee from December 2003 until the Merger; and served as a member of the Management Development & Compensation Committee of the Company from the Merger until May 2008 at which time he joined the Audit & Finance Committee. Mr. Sullivan has served as Chief Executive Officer of SterilMed, Inc. since 2002. From 1999 to 2002, Mr. Sullivan was co-chairman of an on-line grocery delivery company, SimonDelivers.com. Mr. Sullivan co-founded Recovery Engineering, Inc. in 1986, and was Chairman and Chief Executive Officer until it was sold in 1999. Mr. Sullivan is a member of the board of directors of Virtual Radiologic Corporation, as well as several private companies and non-profit organizations.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE

STOCKHOLDERS VOTE FOR THE ABOVE NOMINEES

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CORPORATE GOVERNANCE

Entegris Board of Directors believes that adherence to good corporate governance principles is essential to running our business efficiently, to maintaining our integrity in the marketplace and to ensure that the Company is managed for the long-term benefit of its stockholders. The Board recognizes that maintaining and ensuring good corporate governance is a continuous process. To this end, our Board of Directors has adopted the Entegris, Inc. Corporate Governance Guidelines, the Entegris Code of Business Ethics (which is applicable to all employees, including executive officers, as well as to directors to the extent relevant to their service as directors) and a charter for each committee of the Board. The Corporate Governance Guidelines, the Code of Business Ethics and the Charters of the Audit & Finance Committee, the Management Development & Compensation Committee and the Governance & Nominating Committee are available on the Company s website at *http://www.Entegris.com* under Investors Corporate Governance and will be provided in printed form to any stockholder who requests them from us. In addition, the Board has determined that each of Messrs. Bradley, Carns, Christman, Klingl, McDaniel, Olson and Sullivan is independent as determined under Rule 4200(15) of the NASDAQ Stock Market, Inc. Marketplace Rules. The Entegris, Inc. Corporate Governance Guidelines provide that there will be an executive session, comprised exclusively of independent directors, at each regularly scheduled Board of Directors meeting. On February 21, 2008 the Board of Directors amended the Corporate Governance Guidelines to provide that these executive sessions shall be presided over by the Chairman of the Board of Directors, an independent director elected annually. Currently, Mr. McDaniel serves as Chairman of the Board of Directors.

Majority Voting for Directors

On December 17, 2008, the Company s Board of Directors approved amendments to the Company s By-Laws (the By-Laws) and Corporate Governance Guidelines in order to implement a change in the vote required to elect directors in uncontested director elections from a plurality-voting standard to a majority-voting standard. This change was effective as of the date of adoption.

The amendments to the By-Laws provide that a director nominee will be elected in an uncontested director election only if the number of votes cast for the nominee exceeds the number of votes cast against the nominee. Directors will continue to be elected by a plurality vote at any contested election which is defined as an election where the number of nominees exceeds the number of directorships to be filled. The amendments to the By-Laws also prohibit the Board from nominating for election (or filling a vacancy or newly created directorship with) any candidate who has not agreed in advance to submit an irrevocable resignation that would take effect upon (a) the failure to receive the required vote for reelection in the next election, and (b) the Board s acceptance of such resignation. The By-Laws impose a similar requirement on director candidates nominated by stockholders. All nominees for election as director listed above have agreed to tender such a resignation.

If an incumbent director does not receive the required vote for reelection, the Governance & Nominating Committee of the Board will make a recommendation to the Board as to whether to accept the director s resignation; the Board will consider this recommendation and determine, within 90 days after certification of the election results, whether to accept the director s resignation and will promptly disclose its decision (including the reasons underlying the decision) in an SEC filing.

Board and Committee Meetings

The Board has a standing Audit & Finance Committee, which provides the opportunity for direct contact between the Company s independent registered public accounting firm and the directors. As noted above, the Board has adopted a written charter for the Audit & Finance Committee, a copy of which is posted on the Company s web site *http://www.Entegris.com* under Investors Corporate Governance . The responsibilities of the Audit & Finance Committee include selection, appointment, compensation and oversight of the Company s independent registered public accounting firm as well as reviewing the scope and results of audits and reviewing

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the Company s internal accounting control policies and procedures. The Audit & Finance Committee held ten meetings during fiscal 2008. The current members of the Audit & Finance Committee are Roger D. McDaniel, Chairman, Daniel W. Christman and Brian F. Sullivan, each of whom has been determined by the Board of Directors to be independent as defined under Rule 4200(15) of the NASDAQ Stock Market, Inc. Marketplace Rules and to comply with the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1934. The Board of Directors has determined that Roger D. McDaniel, the Chairman of the Audit & Finance Committee, possesses the attributes of an audit committee financial expert as that term is defined in the rules of the Securities and Exchange Commission.

The Board also has a standing Management Development & Compensation Committee, which reviews executive compensation and development and provides recommendations to the Board regarding Entegris s compensation programs. The Board has adopted a written charter for the Management Development & Compensation Committee, a copy of which is posted on the Company s web site *http://www.Entegris.com* under Investors Corporate Governance . The responsibilities of the Management Development & Compensation Committee include determining the compensation of corporate officers, reviewing and recommending changes to equity incentive and other employee benefit plans, reviewing the administration of such plans and reviewing the Company s management development programs and strategies. The Management Development & Compensation Committee held ten meetings during fiscal 2008. The members of the Management Development & Compensation Committee are Michael P.C. Carns, Chairman, Michael A. Bradley and Gary F. Klingl, each of whom has been determined by the Board to be independent as defined under Rule 4200(15) of the NASDAQ Stock Market, Inc. Marketplace Rules.

The Board has a standing Governance & Nominating Committee, which provides recommendations to the Board regarding Entegris s corporate governance and corporate responsibility programs and recommends nominees to be elected to the board of directors. The Board has adopted a written charter for the Governance & Nominating Committee, a copy of which is posted on the Company s web site *http://www.Entegris.com* under Investors Corporate Governance . The responsibilities of the Governance & Nominating Committee include the periodic review of corporate governance guidelines and matters related to corporate responsibility, review of matters relating to the size, composition, required skills and structure of the Board and committees thereof, the review and evaluation of potential candidates for nomination to the Board, recommendation to the Board of a slate of nominees for election as directors each year and the determination to accept or reject resignations of directors who fail to receive a majority vote for their re-election to the Board as described above. The Governance & Nominating Committee held four meetings during fiscal 2008. The members of the Governance & Nominating Committee are Paul L.H. Olson, Chairman, Daniel W. Christman and Gary F. Klingl, each of whom has been determined by the Board of Directors to be independent as defined under Rule 4200(15) of the NASDAQ Stock Market, Inc. Marketplace Rules.

The Board held six meetings during fiscal 2008. Each of Messrs. Argov, Bradley, Carns, Christman, Klingl, McDaniel, Olson and Sullivan attended at least 75% of the aggregate number of meetings held by the Board of Directors and by any committee on which he at the time served.

Director Nomination Process

The Governance & Nominating Committee is responsible for managing the process for nomination of new directors. The Committee may identify potential candidates for first-time nomination as a director using a variety of sources recommendations from our management, current directors, stockholders or contacts in communities served by Entegris, or by conducting a formal search using an outside search firm selected and engaged by the Governance & Nominating Committee. Following the identification of a potential director-nominee, the Governance & Nominating Committee commences an inquiry to obtain sufficient information concerning the background of a potential new director-nominee. Included in this inquiry is an initial review of the candidate with respect to the following factors: (1) whether the individual meets the specified minimum qualifications for first- time director nominees; (2) whether the individual would be considered independent under applicable rules of

NASDAQ and the Securities and Exchange Commission; and (3) whether the individual would meet any additional requirements imposed by law or regulation on the members of the Audit & Finance Committee and/or the Management Development & Compensation Committee of the Board.

The Governance & Nominating Committee evaluates candidates for director nominees in the context of the current composition of the Board taking into account all factors it considers appropriate, including but not limited to, the characteristics of independence, age, skills, experience, availability of service to Entegris, tenure of incumbent directors on the Board and the anticipated needs of the Board of Directors. The Governance & Nominating Committee believes that, the assessment of potential nominees to be recommended by the Governance & Nominating Committee, should include consideration of the following factors: **(i)** a position capable of making, or a record of, valuable contributions to the business community, **(ii)** personal qualities of leadership, character, judgment and a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards, **(iii)** experience in the semiconductor/microelectronics industry or in other industries in which the Company operates; **(iv)** relevant knowledge and diversity of background and experience in such things as business, manufacturing, technology, finance and accounting, marketing, international business, government and the like; **(v)** candor and willingness to operate on a team and to seek consensus; or **(vi)** whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings. In addition, at least one member of the Board should have accounting or related financial management expertise, as determined in the business judgment of the Board. The Governance & Nominating Committee will consider potential nominees recommended by our stockholders for the Committee s consideration taking into account the same considerations as are taken into account for other potential nominees. Stockholders may recommend candidates by writing to the Chairman, Governance & Nominating Committee in care of the Company s Senior Vice President, General Counsel & Secretary at Entegris, Inc., 129 Concord Road, Billerica, MA 01821. Our By-Laws provide for additional procedures and requirements for stockholders wishing to nominate a director for election as part of the official business to be conducted at an annual stockholders meeting, as described further under Stockholder Proposals for 2010 Annual Meeting below. In addition, as noted above, our By-Laws require that all nominees, as a condition to being nominated, agree to submit an irrevocable resignation that would take effect upon (a) the failure to receive the required vote for reelection in the next election, and (b) the Board s acceptance of such resignation.

Communications with the Independent Directors

Stockholders and other interested parties may communicate directly with a member or members of the Board or the non-management directors either individually or as a group by addressing their correspondence to the director or directors, c/o our Senior Vice President, General Counsel & Secretary, at the address listed above, with a request to forward the same to the intended recipient. All such communications will be reviewed by the Company s Senior Vice President, General Counsel & Secretary and if they are relevant to the Company s operations, policies and philosophies, they will be forwarded to the Chairman of the Board (Mr. McDaniel). The Chairman of the Board will provide to the directors copies or summaries of any such stockholder communications as he considers appropriate.

Director Attendance at Annual Meetings

Members of the Board of Directors are encouraged to attend Annual Meetings of Stockholders. All directors attended the 2008 Annual Meeting of Stockholders.

Director Compensation

Effective May 7, 2008, the Board adopted the following revised standard compensation arrangements for non-employee directors: an annual retainer of $55,000 plus an annual fee of $5,000 for service on the Audit & Finance Committee. Committee chairmen receive an annual fee in lieu of any committee service fee of $7,500 for the Management Development & Compensation Committee, $5,000 for the Governance and Nominating Committee and of $10,000 for the Audit & Finance Committee. Non-employee directors are also entitled to annual equity awards of $100,000 worth of restricted stock valued on the date of each Annual Meeting with restrictions lapsing one year following the date of award. In addition, non-employee directors are reimbursed for their out-of-pocket expenses incurred in connection with services as a director. The Entegris Board of Directors adopted the following standard compensation arrangement for the independent Chairman of the Board (Mr. McDaniel): the above specified annual retainer and applicable fees from committee service plus an annual chairman s fee of $40,000. All of the foregoing fees are based on a June through May fiscal period and are paid quarterly in advance. Mr. Argov receives no compensation for his service as a director. Effective January 14, 2009, in order to provide the Company with some relief during the severe industry and general economic recession that we are currently experiencing, the Board of Directors approved an amendment to the above fee arrangements so that the fourth quarterly installment of such fees would not be paid and the directors were granted a restricted stock award equal to the number of shares yielded by dividing the amount of such fees that would have been due by the closing price of our stock on the NASDAQ on that date. Restrictions on these shares lapse on January 14, 2010.

Director Summary Compensation Table

The table below summarizes the compensation paid by the Company to directors for the fiscal year ended December 31, 2008.

(a) Name (1)	(b) Fees Earned or Paid in Cash ($)	(c) Stock Awards ($)(2)	(d) All Other Compensation ($)	(e) Total ($)
Michael A. Bradley	$ 60,000	$ 101,583		$ 161,583
Michael P.C. Carns	$ 65,625	$ 101,583		$ 167,208
Daniel W. Christman	$ 63,750	$ 101,583		$ 165,333
Gary F. Klingl	$ 59,583	$ 99,130		$ 158,713
Roger D. McDaniel	$ 98,750	$ 99,130		$ 197,880
Paul L. H. Olson	$ 63,750	$ 99,130		$ 162,880
Brian F. Sullivan	$ 62,500	$ 99,130		$ 161,630
James E. Dauwalter (3)	$ 40,000	0	$ 397,962	$ 437,962

(1) Gideon Argov, the Company s President and Chief Executive officer, is not included in this table since he is an employee of the Company, receives no compensation for his services as a director and is included in the Summary Compensation Table under Executive Compensation below.

(2) Reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2008 calculated in accordance with FAS 123(R) and thus includes amounts recognized with respect to the restricted stock unit awards to each non-employee director approved on May 9, 2007 and May 7, 2008 and in the case of Messrs. Bradley, Carns and Christman the amount recognized with respect to a pre-Merger option grant in April 2005. For a discussion of the assumptions underlying this valuation please see Note 17 to the Company s Consolidated Financial Statements included in the Company s Form 10-K Annual Report for the fiscal year ended December 31, 2008, which accompanies this Proxy Statement. The fair value of each of the restricted stock awards to non-employee directors approved on May 7, 2008, computed in accordance with FAS 123(R), as of that date was $87,519.

(3) Mr. Dauwalter was an employee of the Company through December 31, 2008. He served as a director and the non-executive Chairman of the Board from the Merger until May 7, 2008. Prior to the Merger he served as the former President and CEO of Entegris Minnesota. The amount included in column (b) is the fee for serving as non-executive Chairman of the Board; Mr. Dauwalter received no other compensation for his services as a director of the Company. Included in the All Other Compensation column (d) in the above table are the following amounts: **(i)** Mr. Dauwalter s salary of $25, 962 per annum, and **(ii)** a severance payment of $372,000 in accordance with the Employment Separation Agreement between Mr. Dauwalter and Entegris Minnesota which was assumed by the Company and filed as Exhibit 10.33 to the Company s Form 10-K Annual Report for the fiscal year ended August 27, 2005.

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COMPENSATION OF EXECUTIVE OFFICERS

Set forth below is summary information concerning certain compensation earned, paid or awarded during fiscal years 2008, 2007 and 2006 by the Company to our chief executive officer, our chief financial officer, to the three other most highly compensated executive officers who were serving as executive officers at the end of the fiscal year and to our former chief operating officer (who resigned from that position July 7, 2008). Throughout this proxy statement we refer to these individuals collectively as the named executive officers.

Compensation Discussion and Analysis

Objectives of Executive Compensation Policies

The Entegris executive compensation policies are designed so that: (i) total compensation is tied to individual performance, (ii) total compensation will vary with the Company s performance in achieving financial and non-financial objectives, and (iii) long-term incentive compensation is closely aligned with stockholders interests. Further, the Entegris executive compensation policies provide that the proportion of variable compensation increases as an employee s level of responsibility increases so that compensation for senior executives is closely aligned with the Company s performance. For these reasons, the Entegris executive compensation policies prioritize: pay-for-performance, competitive compensation and employee retention and alignment with stockholders interests. The overall objectives of the executive compensation policies are to:

- attract, retain, motivate and reward high caliber executives;
- foster teamwork and support the achievement of the Entegris s financial and strategic goals through performance based financial incentives;
- promote the achievement of strategic objectives which lead to long-term growth in stockholder value;
- encourage strong financial performance by establishing competitive goals for target performance and leveraging incentive programs through stock-based compensation; and
- align the interests of executive officers with those of Entegris and its stockholders by making incentive compensation dependent upon Company performance.

Evaluation of Compensation against External Data

In the design of the 2008 compensation programs the Management Development & Compensation Committee of the Board, which is comprised solely of independent non-employee directors, as described under Corporate Governance above, (the Committee) evaluated each element of compensation as well as total compensation against corresponding compensation data from comparable companies collected by Frederick W. Cook & Co., Inc. (FW Cook), one of the compensation consultants retained by the Committee to advise it with respect to the 2008 compensation programs. The Committee compares the Company s compensation practices and levels of pay to a group of companies that were evaluated by FW Cook as being comparable to Entegris. For 2008 this peer group was comprised of the following 20 companies:

AMKOR Technology, Inc.	IDEX Corp.	Novellus Systems, Inc.
Axcelis Technologies, Inc.	KLA-Tencor Corp.	Robbins & Myers Inc.
Brooks Automation Materials Inc.	Kulicke & Soffa Industries	Roper Industries Inc.
Cabot Microelectronics, Inc.	Lam Research Corp.	Teradyne, Inc.
Credence Systems Corp.	MEMC Electronic Materials	Varian Semiconductor Equipment
Curtiss-Wright Corp.	Millipore Corporation	Veeco Instruments, Inc.

Cymer Inc.	MKS Instruments, Inc.

Information concerning the compensation practices of these companies was drawn from their proxy statements.

FW Cook supplemented this data with compensation survey data from technology companies and a broader, general industry compensation survey to develop a composite market perspective on competitive pay levels.

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Based upon the Committee s review of the compensation arrangements discussed below, the compensation levels of the above companies, general market pay practices for executives and its assessments of individual and corporate performance, the Company and the Committee believe that the value and design of the Company s executive compensation policies for 2008 were appropriate. While executive officers, principally the Senior Vice President for Human Resources, worked closely with the Committee and with FW Cook, to design Entegris compensation programs for 2008, the Committee ultimately decides which policies to adopt and directs and finally approves the design of all compensation programs.

Elements of Compensation

The 2008 Entegris compensation program for senior executives, including the named executive officers listed in the Summary Compensation Table below, consisted of a number of elements which are summarized in the following table:

Compensation Element	What the Compensation Element Rewards	Purpose of the Compensation Element
Base Salary	Core competence in the executive role relative to required skills, experience and contributions to the Company.	Provide fixed compensation targeted at the median level, based on competitive market practice.
Short-Term Incentive Compensation (EIP)	Achievement of Company financial performance criteria and individual goals.	Provides focus on meeting annual performance goal that will lead to our long-term success; Annual performance based cash incentive compensation; Promotes achievement of critical annual performance metrics.
Long-Term Incentive Compensation	Achievement of critical financial metrics identified by the Committee over the life of the award; Continued employment with the Company over the period covered by the award; Focus on critical performance criteria creating value for stockholders.	Encourage superior financial performance for the Company; Executive ownership of our stock; Retention of executives in a normally competitive labor market over the longer term.
Retirement Benefits	Employee long-term commitment to the Company; Saving for retirement; Achievement of critical financial performance criteria.	Provides both a qualified and non-qualified tax-deferred retirement saving vehicle; Makes total retirement benefits available to executives commensurate with other employees as a percentage of compensation.

Welfare Benefits	Executives participate in employee benefit plans generally available to employees.	Welfare benefits are a part of the broad based total compensation program designed to be competitive in the labor market.
Perquisites	Increased responsibility and leadership duties.	Limited perquisites to promote healthy lifestyle, responsible personal financial planning and to enhance productivity of business travel.
Change in Control and Termination Benefits	Continuity of senior management during a change in control Commitment by senior officers to remain in position in a change in control situation.	Change in control agreements are designed to retain executives and provide continuity of management in the event of an actual or threatened change in control of the Company. The change in control agreements are described in more detail below under Potential Payments upon Termination as a Result of Change in Control .

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The use of these compensation elements enables us to reinforce our pay for performance philosophy and to strengthen our ability to attract and retain high-quality executives. The Company and the Committee believe that this combination of compensation elements provides an appropriate mix of fixed and variable pay and achieves an appropriate balance between short-term operational performance and long-term shareholder value. The Committee determines the amount of compensation under each component of executive compensation granted to the executive officers to emphasize performance based compensation tied to financial metrics approved by the Committee and to achieve the appropriate balance between cash compensation and equity compensation, as well as to reflect the level of responsibility of the executive officer. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. In fiscal 2008, the Committee granted a majority of total compensation to the named executive officers in the form of non-cash equity long-term incentive compensation.

When making compensation decisions, the Committee analyzed tally sheets prepared for each senior executive, including the named executive officers. These tally sheets were prepared by our human resources and finance departments and reviewed and commented on by FW Cook. Each of these tally sheets presents the dollar amount of each component of the named executive officers compensation, including current cash compensation (base salary and bonus), accumulated deferred compensation balances, outstanding equity awards, retirement benefits, perquisites and any other compensation.

These tally sheets reflect the annual compensation for the named executive officers (both target and actual), as well as the potential payments under selected performance scenarios and termination of employment and change-in-control scenarios. With regard to the performance scenarios, the tally sheets include the amounts of compensation that would be payable at target payout under the Entegris Incentive Plan and under the Company s long term incentive program.

The overall purpose of these tally sheets is to bring together in one place, all of the elements of actual and potential future compensation of our named executive officers, as well as information about wealth accumulation, so that the Committee may analyze both aggregate total amount of actual and projected compensation. The Committee uses the tally sheet information in all other aspects of its analysis and compensation decision making process including internal pay equity and other decisions regarding executive compensation.

When making compensation decisions, we also look at the compensation of our CEO and the other named executive officers relative to the compensation paid to similarly-situated executives at those peer companies listed above this is often referred to as benchmarking. We believe, however, that a benchmark should be just that a point of reference for measurement but not the determinative factor for our executives compensation. The purpose of the comparison is merely to supplement and not to supplant the analyses of internal pay equity, wealth accumulation and the individual performance of the executive officers that we consider when making compensation decisions.

Because the comparative compensation information is just one of the several analytical tools that are used in setting executive compensation, the Committee has discretion in determining the nature and extent of its use. Further, given the limitations associated with comparative pay information for setting individual executive compensation, including the difficulty of assessing and comparing wealth accumulation through equity gains and post-employment amounts, the Committee may elect to not use the comparative compensation information at all in the course of making compensation decisions.

Base Salary

In general, base salary for each employee, including the named executive officers, is established based on the individual s job responsibilities, performance and experience; the Company s overall budget for merit increases; and the competitive environment. Each year, we survey the compensation practices of companies

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serving the semiconductor and other industries deemed relevant as well as general market pay practices for executives in the United States as well as in other countries in which we have significant employee populations in order to assess the competitiveness of the compensation we offer. In fiscal 2008, we continued to target base salary at the median level of the companies identified by and included in the compensation surveys conducted or relied upon by FW Cook. However, as noted above, the Company and the Committee believe that our success is dependent on our ability to hire and retain high-caliber executives in critical functions, and the pursuit of this objective may require us to recruit individual executives who have significant compensation and retention packages in place with other employers. In order to attract such individuals to Entegris, we may be required to negotiate compensation packages that deviate from the general principle of targeting base pay at the median of our peers. Similarly, we may determine to provide compensation outside of the normal cycle to individuals to address retention issues. Therefore, for some executives, compensation was above the median.

In its review of tally sheets in connection with 2008 compensation, the Committee determined that base salary amounts for our named executive officers and for our CEO remained consistent with the Committee s expectations.

Short-Term Incentive Compensation

During 2008 Entegris maintained a short-term variable incentive compensation program, the Entegris Incentive Plan or EIP, providing for a potential cash award based upon the achievement of financial and operating performance objectives. Under this plan, an incentive pool is established based upon the attainment of financial objectives established by the Committee. The Committee retained a second compensation consultant, Semler Brossy Consulting Group LLC (Semler Brossy), to advise it with respect to the design of the EIP and of the long term incentive program for 2008. During 2008 the named executive officers listed in the Summary Compensation Table below as well as one other senior executive were eligible to receive an incentive compensation payment targeting 75% of their base salary. Other employees were eligible to receive lesser percentages under the EIP, ranging from 3% to 50% of their base salary, depending on their level of responsibility. The Entegris Incentive Plan is administered by and all awards are made at the discretion of the Committee.

The EIP award formula includes the following elements:

Base Salary	X	**Individual EIP Target %**	X	**Weighted Annual Award Performance Multiplier**	=	**EIP Award**

During 2008 EIP awards to employees and executives, including the named executive officers, were based on a single Company financial performance criteria that was approved by the Committee: Adjusted Net Income (as described below) versus the net income projected in the 2008 annual operating plan. This net income metric was subject to adjustment for market conditions and for certain unusual and non-recurring items occurring during the year. The adjusted net income metric was substituted for earlier metrics because the Committee believed that a net income metric was a more relevant measure of the Company s financial performance in a deteriorating business environment and was most closely aligned with the financial results relevant to the Company s stockholders. For purposes of the 2008 EIP, Net Income means actual Net Income determined in accordance with Generally Accepted Accounting Principles (GAAP) adjusted for market conditions in accordance with a sliding scale that effectively increases or decreases target performance consistent with market increases or decreases, based on published third party market data and further adjusted for certain unusual and non-recurring items approved by the Committee as a part of the 2008 EIP.

Generally, the Weighted Annual Award Performance Multiplier is determined by applying the Company s actual GAAP net income, adjusted for any unusual and non-recurring items approved as a part of the EIP by the

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Committee, to a Market Adjustment Performance Target scale with respect to 50% of such Net Income amount to yield an achievement percentage against target performance adjusted to reflect positive or negative shifts in the semiconductor market during the year. The remaining 50% of such Net Income is applied to the original target to yield an unadjusted achievement percentage. These two achievement percentages are then combined to create the Weighted Annual Award Performance Multiplier.

During 2008 the EIP awards for senior employees were also subject to upward or downward adjustment to reflect exceptional or poor performance with respect to the achievement of individual goals established for 2008 for each senior employee as measured against the Company s executive performance metrics which include:

- demonstration of Company values
- use of passion and focus to achieve desired results
- insight in the analysis of information that demonstrates a thorough understanding of the problem and of the implications of the response
- effective execution
- ability to attract and retain talent
- ability to anticipate and respond to future events
- consideration of impact of decisions on others to gain support and obtain results; and
- consideration of multicultural implications of decisions.

Individual goals for the named executive officers were established based on specific objectives relevant to the Company s ongoing business strategy. As a general matter, achievement of these individual goals by the named executive officers was necessary for the Company to achieve target performance with respect to the financial metric described above.

Awards to other employees under the EIP were also based on the adjusted net income performance criteria described above as well as, in certain cases, other additional performance criteria directly related to their responsibilities.

The 2008 EIP contained an overall restriction that provided that there would be no award unless the Company was profitable on a GAAP Operating Income basis for the entire year. At the 2008 Annual Meeting of Stockholders the Company s stockholders approved an amended and restated EIP to impose limits on awards and to specify a list of performance criteria upon which awards may be based.

Our performance in 2008 did not qualify for an award pay out; this is reflected in the column entitled Non-Equity Incentive Plan Compensation in the Summary Compensation Table as well as in the Grants of Plan Based Awards table below for the Chief Executive Officer and the named executive officers.

Long-Term Incentive Compensation

Executives are also eligible to receive equity grants and awards under the various Entegris equity incentive plans, which are also administered by the Committee. As a general matter, restricted stock awards, awards of performance shares and stock option awards to senior executives were the principal vehicles used by Entegris for the payment of long-term incentive compensation during 2008. The Company and the Committee believed that for 2008 the award of performance shares and stock options was an effective mechanism to align the interests of our executive officers and key personnel with those of Entegris shareholders which is expected to lead to an increase in the long-term value of Entegris. With the adoption of SFAS 123(R), which requires that we take an operating statement charge with respect to the grant of stock options, the Company and the Committee believe that grants of stock options to the broad-based key employee population are a less efficient long-term

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compensation vehicle than restricted stock. However for senior executives, the Committee believes that a mixture of restricted stock, performance share awards and stock options may be appropriate. All stock options granted to executive officers by our predecessor companies and by the Company as part of the 2008 LTIP award were granted with an exercise price equal to the fair market value on the date of grant. The Board has adopted a standing agenda that provides that the Committee will consider equity awards for a given year at an early meeting during that year (generally in February).

The 2008 long term incentive awards to the named executive officers are listed in the Grants of Plan Based Awards table below under the columns entitled Estimated Future Payouts Under Equity Incentive Plan Awards , All Other Stock Awards Number of Shares of Stock or Units and All Other Option Awards Number of Securities Underlying Options . As noted above, the Committee retained Semler Brossy to redesign the LTIP for 2008. Fifty percent of the 2008 award (in terms of the fair value of the award) to executive officers, including the named executive officers, consisted of stock options to vest in three equal installments on the first through the third anniversary of the date of grant, and fifty percent consisted of performance shares representing the right to receive an award of restricted shares of the Company s Common Stock if two financial performance criteria established by the Committee are achieved over the three year performance cycle of the award (2008-2010). The financial criteria upon which the performance share pay out is based are: revenue growth and return on invested capital in each case versus targets approved by the Committee and are weighted as follows: revenue growth 75% of the performance share award and ROIC 25% of the performance share award. At the end of the three year award cycle the Company s actual performance is measured against the performance targets approved by the Committee depending on whether that actual performance exceeds, equals or falls below the approved target, the award recipient may receive from 0 to 200% of the annual potential share award. The Committee included stock options in the LTIP award for the senior executives, including the named executive officers, because it believes that stock options provide strong alignment with stockholder interests they have no value unless there is appreciation in the value of the Company s stock and provide an extended period to evaluate Company s performance with respect to acquisitions and the cycles of the semiconductor industry. The Committee included performance shares based on revenue growth and ROIC over a three year performance cycle because these metrics will reflect the Company s performance over a longer term and reward consistent performance. The Committee believed that revenue growth is a key indicator as to whether the Company is building a larger base for future sustained earnings growth while the 25% weighting on ROIC assures a linkage between revenue growth and profitability. The Committee believed that this mix of LTIP award vehicles achieves a balance between alignment with shareholder interests and making senior management accountable for key metrics that they can control while providing retention in the event that market forces undervalue the stock options. Non-executive employees receiving equity awards in 2008 received restricted stock, with the restrictions lapsing proportionately over four years.

The calculation of the 2008 performance share awards to executive officers, including the named executive officers, is illustrated by the following:

2008 Performance Share Award (# of Shares)	**X**	**0.25**	**X**	**Actual 3 yr. Avg ROIC Multiplier (0-200%)**	**=**	**ROIC Award**
2008 Performance Share Award (# of Shares)	**X**	**0.75**	**X**	**Actual 3 yr Revenue Growth Multiplier (0-200%)**	**=**	**Revenue Growth Award**

Our performance in 2008 did not qualify for a performance share award under either the 2006 or 2007 LTIP awards; as noted above, the 2008 LTIP performance share award is based on a three year performance cycle; these results are reflected for the named executive officers in the Summary Compensation Table below and the potential future annual payments under the 2008 performance share award are set forth in the Grants of Plan Based Awards table below. If and when earned, 75% of the performance shares under the 2008 long-term

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incentive award are free of restrictions and the remaining 25% is subject to restrictions that lapse on February 19, 2012. As discussed above, the Company and the Committee believe that achieving or exceeding these goals will create value for Entegris shareholders.

At the 2008 Annual Meeting of Stockholders the Company s stockholders approved amendments to the 1999 Long Term Incentive and Stock Option Plan and the 2001 Equity Incentive Plan to add a list of performance criteria upon which awards may be based and to impose limitations for awards under those plans.

Stock Ownership Guidelines

During 2008 the Committee continued the stock ownership guidelines in order to assure the continuation of the close alignment of the interests of those executive officers who are elected by the Board of Directors with those of Entegris stockholders. This alignment is the objective of the long term incentive compensation discussed above. The guidelines provide that the CEO should attain and maintain beneficial ownership of Entegris stock having a value equal to five times his annual base salary; Executive Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to four times their respective annual base salaries, the Chief Financial Officer should attain and maintain beneficial ownership of Entegris stock with a value equal to three times his annual base salary and Senior Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to two times their annual base salary. The stock ownership guidelines provide that executives should attain this beneficial ownership of Entegris stock within five years of the later of their appointment to these positions or the date the guidelines were adopted.

Chief Executive Officer Compensation

The Committee evaluates the compensation package of the Chief Executive Officer of Entegris in accordance with the objectives and methodology described above. In 2006 Mr. Argov s salary was established pursuant to a revised employment agreement entered into in connection with the Merger at a base salary of $600,000 per year which was approved by our Board of Directors on August 10, 2005. In addition, Mr. Argov is eligible to participate in Entegris s variable incentive compensation plan, the EIP, at a target pay out level of 75% of base salary, in other employee benefits offered by Entegris, including equity incentive plans, and in any supplemental retirement plan offered by Entegris. He is also entitled to receive a financial planning allowance. In evaluating Mr. Argov s base salary for 2008, the Committee also considered compensation levels of chief executive officers in the market pay survey conducted by FW Cook, individual performance and Entegris recent financial performance. For 2008 Mr. Argov proposed that his salary remain at the 2006 level; the Committee accepted this proposal.

During 2008 Mr. Argov participated in the EIP described above on the same basis as other senior executives, but, as noted above, for 2008 the Company s performance did not qualify for any EIP award; this fact is reflected in the Summary Compensation Table and the Grants of Plan Based Awards table below.

During 2008 Mr. Argov was granted a long-term equity incentive award of 228,000 shares, consisting of stock options covering 168,000 shares and 60,000 performance shares, in each case on the same terms as described above under Long Term Incentive Compensation . As described above, the performance share award is divided into two portions; one of which, representing an aggregate of 75% of the award, are available with respect to the Company s revenue growth versus a target approved by the Committee; the other portion, representing the remaining 25% of the award, is available for award if the Company achieves ROIC performance versus a target approved by the Committee in each case performance is measured at the end of a three year period (2008-2010). For 2008 our performance resulted in no payment to Mr. Argov under the provisions of the 2006 and 2007 long-term incentive awards; this result is reflected in the Summary Compensation Table below and the potential payments for future years under the 2008 performance share awards are included in the Grants of Plan -Based Awards table below.

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With respect to our CEO s future compensation, the Committee, in reliance upon the tally sheets and the advice of its compensation consultant for 2009, decided that the CEO s base salary will remain at the 2006 level. In light of the severe economic conditions, the Committee has determined that neither Mr. Argov nor any of the named executive officers will receive an EIP award for 2009.

Benefits

We provide benefit programs to executive officers and to other employees. The following table generally identifies such benefit plans and identifies those U.S. employees who may be eligible to participate:

Benefit Plan	Executive Officers	Certain Managers	Full Time Employees
401(k) Plan	ü	ü	ü
Medical/Dental Plans	ü	ü	ü
Life and Disability Insurance (1)	ü	ü	ü
Employee Stock Purchase Plan	ü	ü	ü
Entegris Incentive Plan (2)	ü	ü	ü
Long Term (Equity) Incentive Program	ü	ü	Not Routinely
Change of Control Agreements	ü	Not Offered	Not Offered
Supplemental Executive Retirement Plan (SERP)	ü	Not Offered	Not Offered
Deferred Compensation Plan	ü	ü	Not Offered

(1) Entegris provides Company-paid Long-Term Disability insurance to eligible full-time employees with a monthly benefit in the amount of 60% of qualified salary to a maximum of $10,000 per month. All Entegris officers receive company-paid Long-Term Disability coverage that provides a monthly benefit of 60% of qualified salary to a maximum of $15,000 per month

(2) Certain selected foreign managers are also eligible to participate in these plans.

Personal Benefits

The Company and the Committee believe that personal benefits, or perquisites, for executive officers should be limited in scope and value. As a result, we offer executives a minimal level of perquisites. We provide our senior officers, including the named executive officers, with a limited financial planning allowance via taxable reimbursements for financial planning services like financial advice, estate planning, and tax preparation, which are focused on assisting officers in achieving the highest value from their compensation. In addition, we provide limited reimbursement for life and disability insurance and health club and airline club memberships in order to encourage a healthy life style and provide more productive business travel arrangements. The aggregate value of all perquisites provided to the continuing named executive officers other than the CEO during 2008 was less than $10,000 each. The perquisites provided to the CEO during 2008, in the amount of $25,874, are included in the Summary Compensation Table below under the column entitled All Other Compensation.

Retirement Plan

Entegris offers retirement benefits to its U.S. employees through the tax-qualified Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement), hereafter referred to as the 401(k) Plan, which generally provides both an employer match for employee contributions and a discretionary profit sharing contribution. Executive officers participate in the 401(k) Plan on the same terms as those available for other eligible employees in the U.S. The 401(k) Plan provides a long-term savings vehicle that allows for pretax contributions by employees and tax-deferred earnings. Throughout 2008 the Company made matching contributions to the 401(k) Plan equal to 100% of such employee contributions on the first 3% of eligible compensation and 50% of the next 2% of eligible compensation, not to exceed the annual IRS limit. During prior years the 401(k) Plan also included a defined contribution element that features a discretionary performance based cash profit-sharing contribution determined annually based on the Company s performance against the financial criteria used to

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determine EIP awards pursuant to a formula approved by the Committee. These profit-sharing contributions vest beginning after two years of service in 25% annual increments until the employee is 100% vested after five years of service. Employees direct their own investments in the 401(k) Plan. In response to the severe economic recession and in order to conserve cash, effective in March 2009 the Company eliminated the Company matching contribution and eliminated the Company discretionary contribution for calendar years 2008 and 2009.

In connection with the 401(k) Plan we also maintain a Supplemental Executive Retirement Plan (SERP) that was initially assumed in the merger with Mykrolis Corporation and then amended and restated during 2008. Under this non-qualified plan, certain senior executives, including the named executive officers, are allowed certain salary deferral benefits that would otherwise be lost by reason of restrictions imposed by the Internal Revenue Code limiting the amount of compensation which may be deferred under tax-qualified plans. Compensation that may be deferred into the SERP include employee and matching employer contributions as well as employer discretionary profit sharing contributions to the 401(k) Plan that are in excess of the maximum deferral amount allowed under the terms of the 401(k) Plan. SERP participant accounts are credited with an investment return equivalent to that provided by the investment vehicles elected by the SERP participant, which may be allocated among the same 24 mutual funds as are offered with respect to the 401(k) Plan accounts.

For 2008 the Company s performance did not qualify for a discretionary profit sharing contribution to either the 401(k) plan or to the SERP; this discretionary contribution was also eliminated for 2009. In addition, as with the 401(k) Plan, employer matching contributions were eliminated effective March 2009.

The individual participant balances in the 401(k) Plan and SERP reflect a combination of: (1) the annual amount contributed by the Company or by the employee to the SERP and the amount of his or her cash compensation that the employee elects to defer; (2) the annual contributions and/or deferred amounts being invested at the direction the employee (the same investment choices are available to all participants); and (3) the continuing reinvestment of the investment returns until the accounts are paid out. This means that similarly situated employees, including executive officers, may have materially different account balances because of a combination of these factors.

See the Non-Qualified Deferred Compensation Table below for more information on SERP balances and earnings.

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Summary Compensation Table

The following table summarizes the reportable compensation in accordance with Item 402(c) of Regulation S-K under the Securities Act of 1933 to the named executive officers for the fiscal years ended December 31, 2008, 2007 and 2006:

(a) Name and Principal Position	(b) Year	(c) Salary ($)	(d) Bonus ($)(2)	(e) Stock Awards (3) ($)	(f) Option Awards (4) ($)	(g) Non-Equity Incentive Plan Compensation ($)(5)	(h) All Other Compensation ($)(6)	(i) Total ($)
Gideon Argov	2008	$ 623,077(1)	$ 0	$ 201,864	$ 242,842	$ 0	$ 46,374	$ 1,114,157
President & Chief Executive Officer	2007	$ 600,000	$ 0	$ 766,205	$ 570,766	$ 292,500	$ 90,968	$ 2,320,439
	2006	$ 600,000	$ 0	$ 1,280,236	$ 1,070,192	$ 416,250	$ 73,791	$ 3,440,469
Gregory B. Graves	2008	$ 326,679(1)	$ 0	$ 240,370	$ 46,062	$ 0	$ 18,430	$ 631,541
Executive Vice President & Chief Financial Officer	2007	$ 273,757	$ 0	$ 326,352	$ 0	$ 134,067	$ 30,938	$ 765,114
	2006	$ 242,462	$ 27,553	$ 512,661	$ 53,665	$ 168,207	$ 23,795	$ 1,028,343
Bertrand Loy	2008 2007 2006	$ 359,282(1)	$ 0	$ 272,421	$ 100,306	$ 0	$ 20,359	$ 752,368
Executive Vice President & Chief Operating Officer 7/7/2008 12/31/2008		$ 307,050	$ 0	$ 493,034	$ 0	$ 149,687	$ 36,405	$ 986,176
		$ 307,050	$ 33,375	$ 823,175	$ 25,667	$ 213,016	$ 37,337	$ 1,439,620
Peter W. Walcott	2008	$ 277,515(1)	$ 0	$ 143,478	$ 27,637	$ 0	$ 16,142	$ 464,772
Senior Vice President & General Counsel	2007	$ 258,556	$ 0	$ 340,555	$ 0	$ 126,046	$ 30,655	$ 755,812
	2006	$ 258,556	$ 29,381	$ 589,338	$ 25,667	$ 179,373	$ 29,889	$ 1,112,204
John J. Murphy	2008	$ 257,599(1)	$ 0	$ 191,360	$ 18,425	$ 0	$ 14,984	$ 482,368
Senior Vice President Human Resources	2007	$ 240,000	$ 0	$ 220,433	$ 0	$ 117,000	$ 25,688	$ 603,121
	2006	$ 240,000	$ 0	$ 204,252	$ 0	$ 166,500	$ 14,921	$ 625,673
Jean-Marc Pandraud	2008	$ 199,396	$ 0	$ 238,404	$ 74,305	$ 0	$ 208,266	$ 723,071
Executive Vice President & Chief Operating Officer 1/1/2008 7/7/2008	2007	$ 345,501	$ 0	$ 532,515	$ 0	$ 168,432	$ 40,963	$ 1,087,411
	2006	$ 345,501	$ 39,262	$ 880,583	$ 42,000	$ 239,691	$ 42,905	$ 1,589,942

(1) The amounts listed for salary in 2008 include one bi-weekly payment with respect to 2009 which was paid during 2008 due to the timing of the payroll run during the year end holidays.

(2) The amounts listed under column (d) are comprised of integration execution bonuses paid in conjunction with the integration of the Mykrolis and the Entegris Minnesota businesses following the Merger.

(3) The amounts in column (e) reflect the dollar amount of share-based compensation expense recognized for financial statement reporting purposes for each of the fiscal years ended December 31, 2008, 2007 and 2006, calculated in accordance with FAS 123(R) with respect to awards of restricted stock and performance shares pursuant to the Company s long term incentive program and thus includes amounts from restricted stock and performance share awards granted prior to 2008. The value of performance shares received with respect to 2008 cannot be determined until the end of the three-year performance cycle

(2008-2010) on which the award is based. The value of performance shares received with respect to 2007 was calculated by applying the Company performance multiplier earned with respect to the 2007 portion of the 2006 award of 65% and with respect to the 2007 EPS portion of the 2007 award of 60% (the revenue portion of the 2007 performance share award did not earn an award); the value of 2006 performance share awards with respect to 2008, based on the Company s performance in 2008 was $0; the value of 2006 performance share awards with respect to 2009 will not be determined until performance criteria are established by the Management Development & Compensation Committee of the Board and the Company s financial results for 2009 are reported. The value of the ROIC portion of the 2007 performance share awards will not be determined until financial results for fiscal 2009 are reported. For a discussion of the assumptions underlying this valuation please see Note 17 to the Company s Consolidated Financial Statements included in the Company s Form 10-K Annual Report for the fiscal year ended December 31, 2008, which accompanies this Proxy Statement.

(4) The amounts in column (f) consist of the dollar amount of share-based compensation expense recognized for financial statement reporting purposes for the fiscal years ended December 31, 2008, 2007 and 2006 calculated in accordance with FAS 123(R) with respect to stock option awards granted in 2008 and prior to 2006. For a discussion of the assumptions underlying this valuation please see Note 17 to the Company s Consolidated Financial Statements included in the Company s Form 10-K Annual Report for the fiscal year ended December 31, 2008, which accompanies this Proxy Statement.

(5) The amounts listed under column (g) were payable under the Entegris Incentive Plan with respect to the Company s performance during the indicated fiscal year and was paid in February or early March of the succeeding year. As indicated, the Company s performance in 2008 did not qualify for any award under the EIP. See Compensation Discussion and Analysis Short Term Incentive Compensation .

(6) Included in the amounts listed under column (h) are: **(a)** employer matching contributions under the Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2005 Restatement) (the 401(k) Plan) of $9,200 to each of Messrs. Argov; Graves, Loy, Walcott, Murphy and Pandraud for 2008; of $9,000 to each of Messrs. Argov; Graves, Loy, Walcott, Murphy and Pandraud for 2007; and of $8,800 to each of Messrs. Argov; Graves, Loy, Walcott, Murphy and Pandraud for 2006; **(b)** discretionary profit sharing contributions by the Company under the 401(k) Plan of $0 to each of Messrs. Argov, Graves, Loy, Walcott, Murphy and Pandraud for 2008, $6,750 to each of Messrs. Argov, Graves, Loy, Walcott, Murphy and Pandraud for 2007 and $6,600 to each of Messrs. Argov, Graves, Loy, Walcott, Murphy and Pandraud for 2006; **(c)** employer matching contributions to the Entegris, Inc. Supplemental Executive Retirement Plan for Key Salaried Employees (SERP) as follows for 2008: Mr. Argov $11,300; Mr. Graves $9,230; Mr. Loy $11,159; Mr. Walcott $6,942; Mr. Murphy $5,784 and Mr. Pandraud $6,155; for 2007: Mr. Argov $31,650; Mr. Graves $8,679; Mr. Loy $11,803; Mr. Walcott $8,517; Mr. Murphy $7,260 and Mr. Pandraud $14,408; and for 2006: Mr. Argov $20,748; Mr. Graves $4,797; Mr. Loy $8,184; Mr. Walcott $5,700; Mr. Murphy $2,501; and Mr. Pandraud $10,576; **(d)** discretionary profit sharing contributions by the Company to the SERP as follows: for 2008 $0 to all named executive officers; for 2007: Mr. Argov $23,738; Mr. Graves $6,509; Mr. Loy $8,852; Mr. Walcott $6,388; Mr. Murphy $5,445 and Mr. Pandraud $10,806; and for 2006: Mr. Argov $15,561; Mr. Graves $3,598; Mr. Loy $6,138; Mr. Walcott $4,275; Mr. Murphy $1,876 and Mr. Pandraud $7,932; **(e)** earnings (losses) at market rates on account balances under the SERP are set forth in column (d) of the Non-Qualified Deferred Compensation Table below; **(f)** perquisites with an aggregate value in excess of $10,000 as follows for 2008: Mr. Argov $25,874 for tax and financial planning services, reimbursement for certain state tax penalties and interest and federal tax gross ups, excess LTD coverage and club membership dues; for 2007: Mr. Argov $22,375 for tax and financial planning services, excess LTD coverage and club membership dues; Mr. Murphy $10,808 for tax and financial planning services, and excess LTD coverage; and for 2006: Mr. Argov $22,081 for tax and financial planning services, excess LTD coverage and club membership dues. Mr. Pandraud received the following amounts for 2008: $6,892 for excess LTD coverage, and financial planning; and payments in the amount of $186,019 were made in connection with Mr. Pandraud s termination of his employment with the Company in 2008. Additional payments, conditioned on Mr. Pandraud s fulfillment of non-competition obligations to the Company under his separation arrangements, payable in July 2010 in the amount of $534,570, were accrued in 2008.

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Grants of Plan Based Awards

During the fiscal year ended December 31, 2008 the following plan based awards were granted to the named executive officers:

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)(4)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock Awards (5)
Name (a)	Grant Date (b)	Thresh-Hold ($) (c)	Target ($) (d)	Maximum ($) (e)	Thresh-Hold (#) (f)	Target (#) (g)	Maximum (#) (h)	(i)	(j)	(k)	(l)
Gideon Argov	3/11/2008	$ 180,000	$ 450,000	$ 900,000							
	3/11/2008				30,000	60,000	120,000		168,000	$ 6.96	$ 795,600
Gregory B.Graves	2/14/2008	$ 94,875	$ 237,188	$ 474,375							
	2/21/2008				12,500	25,000	50,000		70,000	$ 7.07	$ 337,750
	7/3/2008							50,000			$ 328,000
Bertrand Loy	2/14/2008	$ 150,000	$ 281,250	$ 562,500							
	2/21/2008				12,500	25,000	50,000		70,000	$ 7.07	$ 337,750
	7/7/2008							50,000	150,000	$ 6.43	$ 656.000
Peter W. Walcott	2/14/2008	$ 80,421	$ 201,053	$ 402,105							
	2/21/2008				7,500	15,000	30,000		42,000	$ 7.07	$ 202,650
John J. Murphy	2/14/2008	$ 74,520	$ 186,300	$ 372,600							
	2/21/2008				5,000	10,000	20,000		28,000	$ 7.07	$ 135,100
Jean-Marc Pandraud	2/14/2008	$ 106,914	$ 267,285	$ 534,570							
	2/21/2008				15,000	30,000	60,000		84,000	$ 7.07	$ 405,300

(1) These grants were made pursuant to the Entegris Incentiv