

WALCOTT PETER W
Form 4
January 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
WALCOTT PETER W

(Last) (First) (Middle)
25 LOWELL ROAD
(Street)

WELLESLEY, MA 02481

(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)
SR V.P. & General Counsel

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 or Price (A) or (D)		
Common Stock	01/04/2006		S		5 ⁽¹⁾ \$ 9.46	D	
Common Stock	01/04/2006		S		7 ⁽¹⁾ \$ 9.47	D	
Common Stock	01/04/2006		S		127 ⁽¹⁾ \$ 9.49	D	
Common Stock	01/04/2006		S		198 ⁽¹⁾ \$ 9.5	D	
Common Stock	01/04/2006		S		348 ⁽¹⁾ \$ 9.51	D	

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Common Stock	01/04/2006	S	<u>1,062</u> ⁽¹⁾	D	\$ 9.52	139,405	D
Common Stock	01/04/2006	S	<u>353</u> ⁽¹⁾	D	\$ 9.53	139,052	D
Common Stock	01/04/2006	S	<u>520</u> ⁽¹⁾	D	\$ 9.54	138,532	D
Common Stock	01/04/2006	S	<u>647</u> ⁽¹⁾	D	\$ 9.55	137,885	D
Common Stock	01/04/2006	S	<u>459</u> ⁽¹⁾	D	\$ 9.56	137,426	D
Common Stock	01/04/2006	S	<u>314</u> ⁽¹⁾	D	\$ 9.57	137,112	D
Common Stock	01/04/2006	S	<u>733</u> ⁽¹⁾	D	\$ 9.58	136,379	D
Common Stock	01/04/2006	S	<u>745</u> ⁽¹⁾	D	\$ 9.59	135,634	D
Common Stock	01/04/2006	S	<u>1,212</u> ⁽¹⁾	D	\$ 9.6	134,422	D
Common Stock	01/04/2006	S	<u>907</u> ⁽¹⁾	D	\$ 9.61	133,515	D
Common Stock	01/04/2006	S	<u>839</u> ⁽¹⁾	D	\$ 9.62	132,676	D
Common Stock	01/04/2006	S	<u>664</u> ⁽¹⁾	D	\$ 9.63	132,012	D
Common Stock	01/04/2006	S	<u>381</u> ⁽¹⁾	D	\$ 9.64	131,631	D
Common Stock	01/04/2006	S	<u>570</u> ⁽¹⁾	D	\$ 9.65	131,061	D
Common Stock	01/04/2006	S	<u>617</u> ⁽¹⁾	D	\$ 9.66	130,444	D
Common Stock	01/04/2006	S	<u>163</u> ⁽¹⁾	D	\$ 9.67	130,281	D
Common Stock	01/04/2006	S	<u>455</u> ⁽¹⁾	D	\$ 9.68	129,826	D
Common Stock	01/04/2006	S	<u>384</u> ⁽¹⁾	D	\$ 9.69	129,442	D
Common Stock	01/04/2006	S	<u>205</u> ⁽¹⁾	D	\$ 9.7	129,237	D
Common Stock	01/04/2006	S	<u>106</u> ⁽¹⁾	D	\$ 9.71	129,131	D
	01/04/2006	S	<u>141</u> ⁽¹⁾	D		128,990	D

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Common Stock \$ 9.72
 Common Stock 01/04/2006 S 28 ⁽¹⁾ D \$ 9.73 128,961 ⁽²⁾ D

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

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALCOTT PETER W 25 LOWELL ROAD WELLESLEY, MA 02481			SR V.P. & General Counsel	

Signatures

Peter W. Walcott 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 deducted from the total number of shares beneficially owned following the reported transactions to account for the cumulative effect of rounding off of fractional shares sold.

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