

Marshall Gregory Bryan
 Form 4
 February 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Marshall Gregory Bryan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 62 CHESTNUT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Qual, EHS & EBS

TYNGSBORO, MA 01879

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Price (D) | | | | |
| Common Stock | 02/12/2018 | | A | | 2,980 (1) | A | \$ 0 (2) | 19,326.753 (3) | D |
| Common Stock | 02/12/2018 | | A | | 3,513 (4) | A | \$ 0 (2) | 22,839.753 | D |
| Common Stock | 02/12/2018 | | F | | 1,173 (5) | D | \$ 31.1 | 21,666.753 | D |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 31.1 | 02/12/2018 | | A | 9,484 | ⁽⁶⁾ 02/19/2025 | Common Stock | 9,484 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Marshall Gregory Bryan 62 CHESTNUT ROAD TYNGSBORO, MA 01879 | Director 10% Owner Officer SVP, Qual, EHS & EBS Other |

Signatures

/s/ Sue Lee, Attorney-In-Fact for Gregory Marshall
02/14/2018
 **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 are restricted stock units with restrictions that lapse over a four year period with respect to 25% of these shares per year, starting February 19, 2019 and thereafter on February 19, 2020, February 19, 2021 and February 19, 2022.
- (2) Awarded pursuant to the Entegris, Inc. 2010 Stock Plan, as amended, in consideration of services as an employee.
- (3) These shares include 415,889 shares acquired under the Entegris, Inc. Employee Stock Purchase Plan on December 29, 2017.
- (4) Awarded in connection with the settlement of performance share units for the 2015-2017 performance cycle.
- (5) Shares automatically withheld upon settlement of performance share units to satisfy tax withholding obligations.
- (6) The option vests in four equal annual installments starting on February 19, 2019 and thereafter on February 19, 2020, February 19, 2021 and February 19, 2022.

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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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