

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

SEC Accession No. **0001041577-06-000007**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

MARSH C DOUGLAS

CIK: **1136501**

Type: **4** | Act: **34** | File No.: **001-16239** | Film No.: **06513437**

Mailing Address

11884 EAST CHARTER OAK
CIRCLE
SCOTTSDALE AZ 85259

Business Address

2037941100-111

ISSUER

ATMI INC

CIK: **1041577** | IRS No.: **061481060** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **2810** Industrial inorganic chemicals

Mailing Address

7 COMMERCE DRIVE
DANBURY CT 06810-4169

Business Address

7 COMMERCE DRIVE
DANBURY CT 06810-4169
2037941100

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MARSH C DOUGLAS			2. Issuer Name and Ticker or Trading Symbol ATMI INC [ATMI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
11884 EAST CHARTER OAK CIRCLE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SCOTTSDALE, AZ 85259								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		A	(1)	2,166	A	\$ 0	15,299	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	\$28.86	01/03/2006		A		1,992.377		01/03/2006 (2)	01/03/2016	Common Stock	\$ 0	1,992.377	D	
Stock Options (Right to buy)	\$28.86	01/03/2006		A		2,842		01/03/2007 (3)	01/03/2016	Common Stock	\$ 0	2,842	D	

Explanation of Responses:

- 3. Stock Options vesting 100% on the first anniversary date.
- 2. The Phantom stock units are to be settled in ATMI Inc. Common Stock upon the reporting person's termination as a director.
- 1. Represents stock award vesting over three years at one-third on the first three anniversary dates of the grant subject to continuous service on the Board of Directors.

Signatures

C. Douglas Marsh

** Signature of Reporting Person

01/05/2006

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.