

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person

MARXE AUSTIN W & GREENHOUSE DAVID M

(Last)(First)(Middle)

153 E 53RD ST, 55TH FL

(Street)

NEW YORK, NY 10022

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol

TEGAL CORP /DE/ [TGAL]

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

01/23/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

Officer (give title below)

10% Owner

Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2004		S		12,000	D	\$ 3,4892	4,419,426	I	By Limited Partnerships
Common Stock	01/26/2004		S		43,000	D	\$ 3,4967	4,376,426	I	By Limited Partnerships

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 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	Title	Amount or Number of Shares				
Convertible Bonds	\$ 0.35	01/23/2004		C		4,200	09/10/2003	09/09/2011	Common Stock	12,000	\$ 0.35	1,046,695	I	By Limited Partnerships
Convertible Bonds	\$ 0.35	01/26/2004		C		15,050	09/10/2003	09/09/2011	Common Stock	43,000	\$ 0.35	1,031,645	I	By Limited Partnerships

Reporting Owners

Reporting Owner Name / Address

MARXE AUSTIN W & GREENHOUSE DAVID M

153 E 53RD ST

55TH FL

NEW YORK, NY 10022

Relationships

Director

10% Owner

Officer

Other

X

Signatures

Austin W. Marx

Signature of Reporting Person

01/27/2004

Date

David M. Greenhouse

Signature of Reporting Person

01/27/2004

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).

This is a joint filing by Austin W. Marx (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP (Tech) and Special Situations Technology II, Fund, L.P. (Tech II), respectively. 621,080 Bonds Cvt for 1,774,514 Common

(1) Stock and 857,131 Wts are held by PE, 67,227 Bonds Cvt for 192,077 Common Stock and 93,515 Wts are held by Tech and 317 Common Stock, 343,338 Bonds Cvt for 980,966 Common

Stock and 477,906 Wts are held by Tech II. The interest of Marx and Greenhouse in the shares of Common Stock owned by PE, Tech, and Tech II is limited to the extent of his pecuniary interest.

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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