

PERRY BARRY W
Form 4
June 09, 2006

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 *
PERRY BARRY W

(Last) (First) (Middle)
101 WOOD AVENUE
(Street)

ISELIN, NJ 088300770

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENGELHARD CORP [EC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2006

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)
Chairman, President & CEO

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am	Nun
											Sha
Options (Right to Buy)	\$ 19	06/09/2006					12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	50	
Options (Right to Buy)	\$ 20.25	06/09/2006					02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	31	
Options (Right to Buy)	\$ 18.56	06/09/2006					12/18/1998 ⁽¹⁾	12/18/2007 ⁽¹⁾	Common Stock	174,400	
Options (Right to Buy)	\$ 17.34	06/09/2006					02/05/1999 ⁽¹⁾	02/05/2008 ⁽¹⁾	Common Stock	48,386	
Options (Right to Buy)	\$ 19.72	06/09/2006					04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	8,562	
Options (Right to Buy)	\$ 19.13	06/09/2006					12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	202,475	
Options (Right to Buy)	\$ 19.59	06/09/2006					02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	77,044	
Options (Right to Buy)	\$ 17.81	06/09/2006					12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	231,600	
Options (Right to Buy)	\$ 16.84	06/09/2006					02/03/2001 ⁽¹⁾	02/03/2010	Common Stock	102,636	
Options (Right to Buy)	\$ 22.75	06/09/2006					02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	67,184	
Options (Right to Buy)	\$ 26.9	06/09/2006					12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	170,584	
Options (Right to Buy)	\$ 28.75	06/09/2006					01/07/2003	01/07/2012 ⁽¹⁾	Common Stock	84,000	
Options (Right to	\$ 27.96	06/09/2006					02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	82,840	

Buy)

Options (Right to Buy)	\$ 22.8	06/09/2006	D	198,212	12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	19
Options (Right to Buy)	\$ 20.47	06/09/2006	D	95,140	02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	95
Options (Right to Buy)	\$ 29.99	06/09/2006	D	175,000	12/11/2004	12/11/2013	Common Stock	17
Options (Right to Buy)	\$ 28.64	06/09/2006	D	63,388	02/11/2005	02/11/2014	Common Stock	63
Options (Right to Buy)	\$ 28.95	06/09/2006	D	185,808	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	18
Options (Right to Buy)	\$ 30.09	06/09/2006	D	72,880	02/03/2006	02/03/2015	Common Stock	72
Options (Right to Buy)	\$ 29.95	06/09/2006	D	200,000	12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY BARRY W 101 WOOD AVENUE ISELIN, NJ 088300770	X		Chairman, President & CEO	

Signatures

By: M.J.Hassett Attorney in fact for
B.W.Perry 06/09/2006

__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).

Options become exercisable in 25% installments annually commencing the first anniversary of date of grant (except in the event of a (1) change in control of Engelhard Corporation). The Exercisable Date shown is the first date on which any options in the grant are exercisable. All options expire ten years after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.