

Wolynic Edward T  
Form 4  
June 09, 2006

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wolynic Edward T

(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)

VP Strat.Tech.&Chief Tech.Off.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

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 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		Amount or Number of Shares
Options (Right to Buy)	\$ 17.34	06/09/2006	D		5,500		02/05/1999 <sup>(1)</sup>	02/05/2008 <sup>(1)</sup>	Common Stock		5,500
Options (Right to Buy)	\$ 19.72	06/09/2006	D		973		04/02/1999 <sup>(1)</sup>	04/02/2008 <sup>(1)</sup>	Common Stock		973
Options (Right to Buy)	\$ 19.13	06/09/2006	D		19,250		12/17/1999 <sup>(1)</sup>	12/17/2008 <sup>(1)</sup>	Common Stock		19,250
Options (Right to Buy)	\$ 19.59	06/09/2006	D		17,052		02/11/2000 <sup>(1)</sup>	02/11/2009 <sup>(1)</sup>	Common Stock		17,052
Options (Right to Buy)	\$ 17.81	06/09/2006	D		23,175		12/16/2000 <sup>(1)</sup>	12/16/2009 <sup>(1)</sup>	Common Stock		23,175
Options (Right to Buy)	\$ 16.84	06/09/2006	D		19,824		02/03/2001 <sup>(1)</sup>	02/03/2010	Common Stock		19,824
Options (Right to Buy)	\$ 22.75	06/09/2006	D		11,760		02/01/2002 <sup>(1)</sup>	02/01/2011 <sup>(1)</sup>	Common Stock		11,760
Options (Right to Buy)	\$ 26.9	06/09/2006	D		23,785		12/13/2002 <sup>(1)</sup>	12/13/2011 <sup>(1)</sup>	Common Stock		23,785
Options (Right to Buy)	\$ 27.96	06/09/2006	D		16,840		02/13/2003 <sup>(1)</sup>	02/13/2012 <sup>(1)</sup>	Common Stock		16,840
Options (Right to Buy)	\$ 22.8	06/09/2006	D		24,940		12/12/2003 <sup>(1)</sup>	12/12/2012 <sup>(1)</sup>	Common Stock		24,940
Options (Right to Buy)	\$ 20.47	06/09/2006	D		23,784		02/06/2004 <sup>(1)</sup>	02/06/2013 <sup>(1)</sup>	Common Stock		23,784
Options (Right to Buy)	\$ 29.99	06/09/2006	D		23,300		12/11/2004 <sup>(1)</sup>	12/11/2013	Common Stock		23,300

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Options (Right to Buy)	\$ 28.64	06/09/2006	D	15,208	02/11/2005 <sup>(1)</sup>	02/11/2014	Common Stock	15,208
Options (Right to Buy)	\$ 28.95	06/09/2006	D	35,296	12/09/2005 <sup>(1)</sup>	12/09/2014	Common Stock	35,296
Options (Right to Buy)	\$ 30.09	06/09/2006	D	20,436	02/03/2006 <sup>(1)</sup>	02/03/2015	Common Stock	20,436
Options (Right to Buy)	\$ 29.95	06/09/2006	D	35,284	12/07/2006 <sup>(1)</sup>	12/07/2015	Common Stock	35,284

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolynic Edward T 101 WOOD AVENUE ISELIN, NJ 088300770			VP Strat.Tech.&Chief Tech.Off.	

## Signatures

By: M.J. Hassett Attorney in fact for  
E.T.Wolynic

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 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.