

Wolynic Edward T
Form 3
May 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wolynic Edward T | | (Month/Day/Year) | ENGELHARD CORP [EC] | |
| (Last) | (First) | (Middle) | 05/05/2005 | |
| 101 WOOD AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ISELIN,Â NJÂ 088300770 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP Strat.Tech.&Chief Tech.Off. | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,172 | D | Â |
| Common Stock | 15,973 | I | By Bank of America as Trustee |

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

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Wolynic Edward T - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|---------------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Options (Right to Buy) | 02/11/2005 ⁽¹⁾ | 02/11/2014 ⁽¹⁾ | Common Stock | 15,208 | \$ 28.64 | D | Â |
| Options (Right to Buy) | 12/15/1996 ⁽¹⁾ | 12/15/2005 ⁽¹⁾ | Common Stock | 1,500 | \$ 22.38 | D | Â |
| Options (Right to Buy) | 02/01/1997 ⁽¹⁾ | 02/01/2006 ⁽¹⁾ | Common Stock | 2,775 | \$ 23.88 | D | Â |
| Options (Right to Buy) | 12/19/1997 ⁽¹⁾ | 12/19/2006 ⁽¹⁾ | Common Stock | 5,000 | \$ 19 | D | Â |
| Options (Right to Buy) | 02/06/1998 ⁽¹⁾ | 02/06/2007 ⁽¹⁾ | Common Stock | 5,150 | \$ 20.25 | D | Â |
| Options (Right to Buy) | 12/18/1998 ⁽¹⁾ | 12/18/2007 ⁽¹⁾ | Common Stock | 8,325 | \$ 18.56 | D | Â |
| Options (Right to Buy) | 02/05/1999 ⁽¹⁾ | 02/05/2008 ⁽¹⁾ | Common Stock | 5,500 | \$ 17.34 | D | Â |
| Options (Right to Buy) | 04/02/1999 ⁽¹⁾ | 04/02/2008 ⁽¹⁾ | Common Stock | 973 | \$ 19.72 | D | Â |
| Options (Right to Buy) | 12/17/1999 ⁽¹⁾ | 12/17/2008 ⁽¹⁾ | Common Stock | 19,250 | \$ 19.13 | D | Â |
| Options (Right to Buy) | 02/11/2000 ⁽¹⁾ | 02/11/2009 ⁽¹⁾ | Common Stock | 17,052 | \$ 19.59 | D | Â |
| Options (Right to Buy) | 12/16/2000 ⁽¹⁾ | 12/16/2009 ⁽¹⁾ | Common Stock | 23,175 | \$ 17.81 | D | Â |
| Options (Right to Buy) | 02/03/2001 ⁽¹⁾ | 02/03/2010 ⁽¹⁾ | Common Stock | 19,824 | \$ 16.84 | D | Â |
| Options (Right to Buy) | 02/01/2002 ⁽¹⁾ | 02/01/2011 ⁽¹⁾ | Common Stock | 11,760 | \$ 22.75 | D | Â |
| Options (Right to Buy) | 12/13/2002 ⁽¹⁾ | 12/13/2011 ⁽¹⁾ | Common Stock | 23,785 | \$ 26.9 | D | Â |
| Options (Right to Buy) | 02/13/2003 ⁽¹⁾ | 02/13/2012 ⁽¹⁾ | Common Stock | 16,840 | \$ 27.96 | D | Â |
| Options (Right to Buy) | 12/12/2003 ⁽¹⁾ | 12/12/2012 ⁽¹⁾ | Common Stock | 24,940 | \$ 22.8 | D | Â |
| Options (Right to Buy) | 02/06/2004 ⁽¹⁾ | 02/06/2013 ⁽¹⁾ | Common Stock | 23,784 | \$ 20.47 | D | Â |
| Options (Right to Buy) | 12/11/2004 ⁽¹⁾ | 12/11/2013 ⁽¹⁾ | Common Stock | 23,300 | \$ 29.99 | D | Â |
| Options (Right to Buy) | 12/09/2005 ⁽¹⁾ | 12/09/2014 ⁽¹⁾ | Common Stock | 35,296 | \$ 28.95 | D | Â |

Edgar Filing: Wolynic Edward T - Form 3

Options (Right to Buy) 02/03/2006⁽¹⁾ 02/03/2015⁽¹⁾ Common Stock 20,436 \$ 30.09 D Â

Reporting Owners

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

Signatures

By: M.J. Hassett Attorney in fact for
E.T.Wolynic 05/11/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.