

DRESNER MARK

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
DRESNER MARK

(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
__X__ Officer (give title ____ Other (specify
below) below)

V.P. Corporate Communications

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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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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 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Options (Right to Buy)	\$ 19	06/09/2006	D			4,700	12/19/1997 ⁽¹⁾ 12/19/2006 ⁽¹⁾	Common Stock	4,700
Options (Right to Buy)	\$ 20.25	06/09/2006	D			5,000	02/06/1998 ⁽¹⁾ 02/06/2007 ⁽¹⁾	Common Stock	5,000
Options (Right to Buy)	\$ 18.56	06/09/2006	D			7,575	12/18/1998 ⁽¹⁾ 12/18/2007 ⁽¹⁾	Common Stock	7,575
Options (Right to Buy)	\$ 17.34	06/09/2006	D			5,296	02/05/1999 ⁽¹⁾ 02/05/2008 ⁽¹⁾	Common Stock	5,296
Options (Right to Buy)	\$ 19.72	06/09/2006	D			937	04/02/1999 ⁽¹⁾ 04/02/2008 ⁽¹⁾	Common Stock	937
Options (Right to Buy)	\$ 19.13	06/09/2006	D			10,125	12/17/1999 ⁽¹⁾ 12/17/2008 ⁽¹⁾	Common Stock	10,125
Options (Right to Buy)	\$ 19.59	06/09/2006	D			8,288	02/11/2000 ⁽¹⁾ 02/11/2009 ⁽¹⁾	Common Stock	8,288
Options (Right to Buy)	\$ 17.81	06/09/2006	D			20,000	12/16/2000 ⁽¹⁾ 12/16/2009 ⁽¹⁾	Common Stock	20,000
Options (Right to Buy)	\$ 16.84	06/09/2006	D			17,692	02/03/2001 ⁽¹⁾ 02/03/2010	Common Stock	17,692
Options (Right to Buy)	\$ 22.75	06/09/2006	D			10,456	02/01/2002 ⁽¹⁾ 02/01/2011 ⁽¹⁾	Common Stock	10,456
Options (Right to Buy)	\$ 26.9	06/09/2006	D			14,724	12/13/2002 ⁽¹⁾ 12/13/2011 ⁽¹⁾	Common Stock	14,724
Options (Right to Buy)	\$ 27.96	06/09/2006	D			11,080	02/13/2003 ⁽¹⁾ 02/13/2012 ⁽¹⁾	Common Stock	11,080

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Options (Right to Buy)	\$ 20.47	06/09/2006	D	13,084	02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	13,0
Options (Right to Buy)	\$ 29.99	06/09/2006	D	10,720	12/11/2004	12/11/2013	Common Stock	10,7
Options (Right to Buy)	\$ 28.64	06/09/2006	D	8,656	02/11/2005 ⁽¹⁾	02/11/2014	Common Stock	8,6
Options (Right to Buy)	\$ 28.95	06/09/2006	D	11,096	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	11,0
Options (Right to Buy)	\$ 30.09	06/09/2006	D	8,940	02/03/2006 ⁽¹⁾	02/03/2015	Common Stock	8,9
Options (Right to Buy)	\$ 29.95	06/09/2006	D	6,136	12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	6,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRESNER MARK 101 WOOD AVENUE ISELIN, NJ 088300770			V.P. Corporate Communications	

Signatures

By: M.J.Hassett Attorney in fact for
M.Dresner

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.