

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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(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	D		50,000		12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	50	
Options (Right to Buy)	\$ 20.25	06/09/2006	D		31,000		02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	31	
Options (Right to Buy)	\$ 18.56	06/09/2006	D		174,400		12/18/1998 ⁽¹⁾	12/18/2007 ⁽¹⁾	Common Stock	174	
Options (Right to Buy)	\$ 17.34	06/09/2006	D		48,386		02/05/1999 ⁽¹⁾	02/05/2008 ⁽¹⁾	Common Stock	48	
Options (Right to Buy)	\$ 19.72	06/09/2006	D		8,562		04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	8	
Options (Right to Buy)	\$ 19.13	06/09/2006	D		202,475		12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	202	
Options (Right to Buy)	\$ 19.59	06/09/2006	D		77,044		02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	77	
Options (Right to Buy)	\$ 17.81	06/09/2006	D		231,600		12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	231	
Options (Right to Buy)	\$ 16.84	06/09/2006	D		102,636		02/03/2001 ⁽¹⁾	02/03/2010	Common Stock	102	
Options (Right to Buy)	\$ 22.75	06/09/2006	D		67,184		02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	67	
Options (Right to Buy)	\$ 26.9	06/09/2006	D		170,584		12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	170	
Options (Right to Buy)	\$ 28.75	06/09/2006	D		84,000		01/07/2003	01/07/2012 ⁽¹⁾	Common Stock	84	
Options (Right to	\$ 27.96	06/09/2006	D		82,840		02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	82	

