

DRESNER MARK
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRESNER MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

V.P. Corporate Communications

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ISELIN, NJ 088300770

(City) (State) (Zip)

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	Amount or Number of Shares	
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	

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.