

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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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 *
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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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	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	17	
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	20	
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	23	
Options (Right to Buy)	\$ 16.84	06/09/2006									
			D		102,636		02/03/2001 ⁽¹⁾	02/03/2010	Common Stock	10	
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	17	
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	

Buy)

Options (Right to Buy)	Exercise Price	Grant Date	Expiration Date	Underlying	Exercisable Date	Exercisable Date	Common Stock	
Options (Right to Buy)	\$ 22.8	06/09/2006		D	12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	19
Options (Right to Buy)	\$ 20.47	06/09/2006		D	02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	95
Options (Right to Buy)	\$ 29.99	06/09/2006		D	12/11/2004	12/11/2013	Common Stock	17
Options (Right to Buy)	\$ 28.64	06/09/2006		D	02/11/2005	02/11/2014	Common Stock	63
Options (Right to Buy)	\$ 28.95	06/09/2006		D	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	18
Options (Right to Buy)	\$ 30.09	06/09/2006		D	02/03/2006	02/03/2015	Common Stock	72
Options (Right to Buy)	\$ 29.95	06/09/2006		D	12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY BARRY W 101 WOOD AVENUE ISELIN, NJ 088300770	X		Chairman, President & CEO	

Signatures

By: M.J.Hassett Attorney in fact for
B.W.Perry 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.