

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

