

PERRY BARRY W
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 *
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 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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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	Am Nun Sha
			Code	V	(A)	(D)				
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)	\$ 22.8	06/09/2006	D	198,212	12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	19
Options (Right to Buy)	\$ 20.47	06/09/2006	D	95,140	02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	95
Options (Right to Buy)	\$ 29.99	06/09/2006	D	175,000	12/11/2004	12/11/2013	Common Stock	17
Options (Right to Buy)	\$ 28.64	06/09/2006	D	63,388	02/11/2005	02/11/2014	Common Stock	63
Options (Right to Buy)	\$ 28.95	06/09/2006	D	185,808	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	18
Options (Right to Buy)	\$ 30.09	06/09/2006	D	72,880	02/03/2006	02/03/2015	Common Stock	72
Options (Right to Buy)	\$ 29.95	06/09/2006	D	200,000	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.

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