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ENGELHARD CORP  
Form 11-K  
June 25, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
--- SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

or

--- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

-----  
SALARY DEFERRAL SAVINGS PLAN OF ENGELHARD CORPORATION  
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(Full title of the plan)

ENGELHARD CORPORATION  
(Exact name of issuer as specified in its charter)

101 WOOD AVENUE, ISELIN, NEW JERSEY

08830

-----  
(Address of principal executive offices)

-----  
(Zip code)

DELAWARE

22-1586002

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(IRS Employer  
Identification Number)

Salary Deferral Savings Plan  
of Engelhard Corporation  
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Report of Independent Public Accountants  
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To the Pension and Employee Benefit Committee of Engelhard Corporation:

We have audited the accompanying statement of net assets available for benefits of the Salary Deferral Savings Plan of Engelhard Corporation (the "Plan") as of December 31, 2001 and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits as of December 31, 2001, and the changes in net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001 and reportable transactions for the year then ended are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements, and in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

ERNST & YOUNG LLP  
MetroPark, New Jersey  
June 4, 2002

The following audit opinion is a copy of the opinion issued by Arthur Andersen LLP on June 26, 2001. This opinion has not been reissued by Arthur Andersen LLP. Note that only the Statement of Net Assets Available for Benefits as of December 31, 2000 covered by the report below is included in this set of financial statements.

Report of Independent Public Accountants  
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To the Pension and Employee Benefit Committee of Engelhard Corporation:

We have audited the accompanying statements of net assets available for benefits of the Salary Deferral Savings Plan of Engelhard Corporation (the "Plan") as of December 31, 2000 and 1999 and the related statement of changes in net assets available for benefits for the year ended December 31, 2000. These financial statements and the supplemental schedule referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits as of December 31, 2000 and 1999, and the changes in net assets available for benefits for the year ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions are presented for purposes of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements as of and for the year ended December 31, 2000, and in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP  
New York, New York  
June 26, 2001

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Salary Deferral Savings Plan of Engelhard Corporation  
 Statements of Net Assets Available for Benefits  
 At December 31, 2001 and 2000

	2001 ----	2000 ----
Assets		
-----		
Investments at fair value	\$217,059,474	\$196,171,485
Receivables:		
Participant Contributions	792,925	778,356
Employer Contributions	231,744	224,468
	-----	-----
Total Receivables	\$ 1,024,669	\$ 1,002,824
	-----	-----
Net Assets Available for Benefits	\$218,084,143 =====	\$197,174,309 =====

See Accompanying Notes to Financial Statements

Salary Deferral Savings Plan  
of Engelhard Corporation  
Statement of Changes in Net Assets Available for Benefits  
For the Year Ended December 31, 2001

	2001
	-----
Additions:	
Net Investment Income:	
Dividends	\$ 3,251,893
Interest	2,610,170
	-----
Total Investment Income	5,862,063
Contributions:	
Participant	13,263,732
Employer	3,092,278
Asset Transfers In	449,964
Rollovers	798,351
	-----
Total Contributions	17,604,325
Net Realized/Unrealized Appreciation in Fair Value of Investments	7,502,036
	-----
Total Additions	30,968,424
Deductions:	
Distributions	10,038,384
Other Expenses	15,500
Asset Transfer	4,706
	-----
Total Deductions	10,058,590
Net Increase	20,909,834
Net Assets Available for Benefits at Beginning of Year	197,174,309
	-----
Net Assets Available for Benefits at End of year	\$218,084,143
	=====

See Accompanying Notes to Financial Statements

Notes to Financial Statements

Note 1 - Description of the Plan

The Salary Deferral Savings Plan of Engelhard Corporation (the "Plan"), effective September 1, 1989, is designed to provide eligible employees of Engelhard Corporation (the "Company") an opportunity to save part of their earnings by having the Company reduce their compensation and contribute the amount of the reduction to the Plan on a tax deferred and/or post-tax basis.

The following plan description provides only general information. Participants of the Plan should refer to the Plan Document for a more complete description of plan provisions.

Eligibility

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Except as specifically included or excluded by the Board of Directors of the Company (the "Board"), United States salaried employees of the Company and its wholly-owned (directly or indirectly) domestic subsidiaries and all non-collectively bargained hourly employees are eligible to participate in the Plan.

Contributions

-----

The Plan permits eligible employees participating in the Plan the opportunity to defer on a pretax basis up to 15 percent of their compensation, as defined, subject to certain restrictions and limitations, and to have that amount contributed to the Plan. Employees may also contribute, subject to certain restrictions and limitations, up to 10 percent of compensation to the Plan on a post-tax basis (see also note 8 for amendment to plan effective January 1, 2002).

Matching Contributions

-----

The Company will contribute, on a monthly basis, subject to certain limitations and exclusions, either cash or common stock of the Company in an amount equal to 50 percent of the first 6 percent contributed by the Participants. Participants must have completed one year of service to be eligible for a matching contribution.

Investments

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All contributions to the Plan are held and invested by Vanguard Fiduciary Trust Company (the Trustee). The Trustee maintains the following fifteen separate investment funds within the Plan:

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- a) The Company Stock Fund.
- b) The Fixed Income Fund (Vanguard Retirement Savings Trust).
- c) The Windsor II Growth Fund (Vanguard Windsor II Fund).
- d) The Windsor Growth Fund (Vanguard Windsor Fund).
- e) The Balanced Fund (Vanguard Asset Allocation Fund).
- f) The Equity Index Fund (Vanguard Growth and Income Fund).

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- g) The Small Cap Fund (Vanguard Small-Cap Index Fund).
- h) The Life Strategy Growth Fund (Vanguard Life Strategy Growth Fund).
- i) The Life Strategy Conservative Growth Fund (Vanguard Life Strategy Conservative Growth Fund).
- j) The Vanguard U.S. Growth Fund.
- k) The Life Strategy Moderate Growth Fund (Vanguard Life Strategy Moderate Growth Fund).
- l) The Prime Cap Funds (Vanguard PRIMECAP Fund).
- m) The International Growth Fund (Vanguard International Growth Fund).
- n) The Life Strategy Income Fund (Vanguard Life Strategy Income Fund).
- o) The Short-Term Bond Fund (Vanguard Short-Term Corporate Fund).

Participants have the right to elect, subject to restrictions, the investment fund or funds in which their contributions are invested. All matching contributions are initially invested in the Company Stock Fund. The Participants matching contributions are initially restricted and become unrestricted at the rate of 25 percent per year. Once unrestricted, funds may be moved to one of the other investment funds.

Included in the Statement of Net Assets Available for Benefits are non-participant directed funds that are included in the Company Stock Fund. These amounts represent the restricted portion of the employee matching contribution. The following describes the change in the balance during the year ended December 31, 2001.

Balance @ 12/31/00	\$ 8,644,839
Dividends	156,572
Net realized gain/unrealized	
Appreciation	3,795,792
Contributions	3,085,003
Transfer to unrestricted	(2,440,828)
Distributions	(468,527)
Other	338,847
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Balance @ 12/31/01                      \$13,111,698  
=====

### Participant Accounts

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Each participant's account is credited with the participant's contributions and allocations of (a) the Company Contributions and (b) plan earnings including realized gains/losses, unrealized appreciation/depreciation, and an allocation of fund expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

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### Vesting

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Participants at all times have a fully vested and non-forfeitable interest in their contributions and in the matching contributions allocated to their account.

### Loan Provision

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Participants may borrow from their Fund accounts a minimum of \$1,000 up to a maximum equal to 50% of their Fund balance or \$50,000, whichever is less. The loans are secured by the balance in the Participant's accounts and bear interest at a reasonable rate as determined by the Company in accordance with applicable laws and regulations. Principal and interest is paid ratably through monthly payroll deductions. Loans are generally five years in duration unless the loan is for the purchase of a primary residence in which case the term can be up to ten years.

### Plan Termination

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Although it has not expressed any intent to do so, the Company has the right under the plan to discontinue its contributions at any time and to terminate the plan subject to the provisions of ERISA.

### Distributions and Withdrawals

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Upon termination of employment, as provided in the Plan Document, participants generally have the option of taking a distribution, rolling the balance over into another qualified plan, or leaving the money in the plan until retirement. After-tax contributions may be withdrawn at any time however the earnings on the contribution will be subject to current income taxes as well as a penalty for early withdrawal unless the Participant has reached the age of 59 1/2. All distributions are made in the form of cash except the balance in the Engelhard Company Stock Fund which may be made in the form of shares at the Participant's discretion.

The Plan under certain circumstances permits hardship withdrawals. The hardship withdrawals are only made in accordance with IRS guidelines and must be approved in advance by the Employee Benefit Plans Administrative Committee.

### Note 2 - Accounting Policies

The accounts of the Plan are maintained on an accrual basis. Purchases and

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sales of investments are reflected on a trade date basis. Assets of the Plan are valued at fair value. Gains and losses on distributions to Participants and sales of investments are based on average cost.

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

The Plan provides for various investment options in any combination of stocks or mutual funds. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market value in the near term would materially affect Participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

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### Note 3 - Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated February 28, 1996, stating that the Plan is qualified under Section 401 (a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

### Note 4 - Administrative Expenses

Expenses are incurred at either the fund level or the Plan level. All expenses incurred by the fund (commissions, management fees, etc.) are paid out of investor assets and are therefore netted in unrealized appreciation/depreciation of investments in the statement of changes in net assets available for benefits. Loan administration expenses are included in other expenses in the statement of changes in net assets available for benefits. Commissions on the purchase of Engelhard Corporation stock incurred when such purchases are made in the stock market are netted in unrealized appreciation/depreciation of investments in the statement of changes in net assets available for benefits. The Company pays all other plan administrative expenses.

### Note 5 - Concentrations of Credit Risk

Investments in securities are generally exposed to various risks, such as interest rate, credit, and overall market volatility risks. Financial instruments which potentially subject the plan to concentration of credit risk consist principally of investments in the Engelhard Corporation Stock Fund. The plan limits the concentration of credit risk by allowing participants, subject to the lapsing of restrictions, the opportunity to invest in an array of mutual funds offered by the Vanguard Group.

### Note 6 - Investments

Investments in the common stock of the Company are valued at the readily-available, quoted market price as of the valuation date and investments

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in Vanguard Funds are valued based on the quoted net asset value (redemption value) of the respective investment fund as of the valuation date.

Investments that represent more than 5% or more of fair value of the Plan's net assets are as follows:

Investments -----	2001 -----	2000 -----
Engelhard Corporation Company Stock Fund	\$ 59,201,120	\$ 54,062,664
Fixed Income Fund (Retirement Savings Trust)	38,638,981	27,587,279
Growth Fund (Windsor Fund)	29,237,340	24,114,366
Balanced Fund (Asset Allocation Fund)	13,948,093	14,312,032
Equity Index Fund (Growth and Income Portfolio)	19,719,141	20,660,370
Prime Cap Fund	14,317,977	16,113,585
U.S. Growth Fund	-	10,343,902

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### Note 7 - Related Party Transactions

For the 2001 plan year, the Company transferred 122,114 treasury stock shares (representing a contribution dollar amount of \$3,092,278) to Vanguard to fund the employer match. The number of shares transferred each month represented the employer matching contribution divided by the closing market price on the day the contribution was remitted.

### Note 8 - Plan Amendments

The plan was amended in December of 2001 to reflect certain provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA). Among the more significant changes to the plan were the following:

- \* Changed the limit of employee pretax contributions from a maximum of 15% of salary to 100% of salary subject to certain plan limitations.
- \* Increased the compensation limit in determining after tax contributions and IRC 415 limits to the plan from \$170,000 to \$200,000.
- \* Allows catch-up contributions for those 50 and over by the end of the plan year. These catch up contributions allow participants to contribute an additional \$1,000 per year.

EGTRRA provides for the above amounts to be indexed each year as specified in the legislation. These amendments are effective for plan years beginning after December 31, 2001. The full context of these provisions is described in the plan document and summary plan description.

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Salary Deferral Savings Plan of Engelhard Corporation  
Schedule of Assets (Held at end of year)  
as of December 31, 2001

(A)	(B) Identity of Issue, Borrower, Lessor, or Similar Party	(C) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(D) Cost	(E) Current Value
*	Vanguard Fiduciary Trust Company	Engelhard Corporation Company Stock Fund	\$38,153,630	\$ 59,201,120**
*	Vanguard Fiduciary Trust Company	Fixed Income Fund (Retirement Savings Trust)	38,638,981	38,638,981**
*	Vanguard Fiduciary Trust Company	Windsor II Fund	5,986,262	5,444,416
*	Vanguard Fiduciary Trust Company	Growth Fund (Windsor Fund)	28,740,328	29,237,340**
*	Vanguard Fiduciary Trust Company	Balanced Fund (Asset Allocation Fund)	13,279,196	13,948,093**
*	Vanguard Fiduciary Trust Company	Equity Index Fund (Growth and Income Portfolio)	18,971,541	19,719,141**
*	Vanguard Fiduciary Trust Company	International Growth Portfolio	4,466,582	3,684,624
*	Vanguard Fiduciary Trust Company	Small Cap Fund	4,578,787	4,336,663
*	Vanguard Fiduciary Trust Company	Short Term Bond Fund	3,496,388	3,514,373

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* Vanguard Fiduciary Life Strategy Growth Trust Company Portfolio	3,501,813	3,267,603
* Vanguard Fiduciary Prime Cap Fund Trust Company	16,344,955	14,317,977**
* Vanguard Fiduciary Life Strategy Income Portfolio Trust Company	663,360	656,621
* Vanguard Fiduciary Life Strategy Conservative Growth Portfolio Trust Company	1,187,506	1,157,209
* Vanguard Fiduciary U.S. Growth Fund Trust Company	14,480,387	8,917,287
* Vanguard Fiduciary Life Strategy Moderate Growth Portfolio Trust Company	3,115,698	2,959,489
*Promissory notes from Participants having interest at rates of 5.75% to 10.5%	-	8,058,537
Total	=====	=====
	\$195,605,414	\$217,059,474
	=====	=====

\*\*Market value is greater than 5% of Net Assets

\*Represents party-in-interest

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Engelhard Corporation  
Salary Deferral Savings Plan  
Schedule of Reportable Transactions\*  
Year Ended December 31, 2001

Identity of Party Involved	Description of Assets (include interest rate and maturity in the case of a loan)	Purchase Price	Selling Price	Historical Cost of Asset	
-----	-----	-----	-----	-----	-----
Vanguard	Vanguard Growth and Income	\$ 5,844,020			
Vanguard	Vanguard Growth and Income		\$ 4,222,918	\$ 4,419,521	
Vanguard	Vanguard PRIMECAP Fund	5,890,290			
Vanguard	Vanguard PRIMECAP Fund		5,342,809	5,634,577	
Vanguard	Vanguard U.S. Growth	6,153,838			
Vanguard	Vanguard U.S. Growth		3,917,187	5,008,360	
Vanguard	Vanguard Retir. Savings Trust	31,259,070			
Vanguard	Vanguard Retir. Savings Trust		20,203,981	20,203,981	
Engelhard	Engelhard Corp. Stock Fund	19,318,957			
Engelhard	Engelhard Corp. Stock Fund		32,617,814	26,386,243	

\*Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets of the plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations and Disclosure under ERISA.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS  
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We consent to the incorporation by reference in the Registration Statement (Form S-8 Nos.: 2-72830, 2-81559, 2-84477, 2-89747, 33-28540, 33-37724, 33-40365, 33-40338, 33-43934, 33-65990, 333-02643, 333-71439, 333-39570, 333-71856, 333-88424) pertaining to the Salary Deferral Savings Plan of our report dated June 4, 2002, with respect to the financial statements and schedules of the Salary Deferral Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2001.

/s/ Ernst & Young L.L.P.

MetroPark, New Jersey  
June 24, 2002

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

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The Company is unable to obtain the consent of Arthur Andersen LLP and has therefore dispensed with the requirement to file such written consent in reliance on Rule 437a of the Securities Act of 1933. Because Arthur Andersen LLP has not consented to the incorporation of their report included in this Form 11-K into any of the Company's previously filed Registration Statements, securityholders may not be able to recover against Arthur Andersen LLP under Section 11 of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen or any omissions to state a material fact required to be stated therein.

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Signature

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Form 11-K

Salary Deferral Savings Plan of Engelhard Corporation

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Pension and Employee Benefit Plans Committee of Engelhard Corporation has duly caused this Form 11-K to be signed on its behalf by the undersigned, thereunto duly authorized, in Iselin, New Jersey on this 25th day of June, 2002.

/s/ John C. Hess

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By: John C. Hess

Secretary to the Committee and



