

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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		Date Exercisable	Expiration Date	Title	Am Num 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 Buy)	\$ 27.96	06/09/2006	D		82,840	02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	82

