

DORNBUSCH II ARTHUR A
 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 *
 DORNBUSCH II ARTHUR A

(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
 ___X___ Officer (give title below) ___ Other (specify below)
 V.P., Secretary, Gen. Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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.

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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)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (Right to Buy)	\$ 29.95	06/09/2006	D		34,112		12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	34,112	
Options (Right to Buy)	\$ 19	06/09/2006	D		26,000		12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	26,000	
Options (Right to Buy)	\$ 20.25	06/09/2006	D		22,300		02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	22,300	
Options (Right to Buy)	\$ 18.56	06/09/2006	D		60,100		12/18/1998 ⁽¹⁾	12/18/2007 ⁽¹⁾	Common Stock	60,100	
Options (Right to Buy)	\$ 17.34	06/09/2006	D		25,466		02/05/1999 ⁽¹⁾	02/05/2008 ⁽¹⁾	Common Stock	25,466	
Options (Right to Buy)	\$ 19.72	06/09/2006	D		4,507		04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	4,507	
Options (Right to Buy)	\$ 19.13	06/09/2006	D		62,775		12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	62,775	
Options (Right to Buy)	\$ 19.59	06/09/2006	D		43,576		02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	43,576	
Options (Right to Buy)	\$ 17.81	06/09/2006	D		74,750		12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	74,750	
Options (Right to Buy)	\$ 16.84	06/09/2006	D		53,072		02/03/2001 ⁽¹⁾	02/03/2010	Common Stock	53,072	
Options (Right to Buy)	\$ 22.75	06/09/2006	D		31,796		02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	31,796	
Options (Right to Buy)	\$ 26.9	06/09/2006	D		37,940		12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	37,940	

Options (Right to Buy)	\$ 27.96	06/09/2006	D	27,476	02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	27,476
Options (Right to Buy)	\$ 22.8	06/09/2006	D	46,652	12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	46,652
Options (Right to Buy)	\$ 20.47	06/09/2006	D	36,868	02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	36,868
Options (Right to Buy)	\$ 29.99	06/09/2006	D	34,952	12/11/2004	12/11/2013	Common Stock	34,952
Options (Right to Buy)	\$ 28.64	06/09/2006	D	22,508	02/11/2005	02/11/2014	Common Stock	22,508
Options (Right to Buy)	\$ 28.95	06/09/2006	D	37,820	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	37,820
Options (Right to Buy)	\$ 30.09	06/09/2006	D	22,352	02/03/2006 ⁽¹⁾	02/03/2015	Common Stock	22,352

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORNBUSCH II ARTHUR A 101 WOOD AVENUE ISELIN, NJ 088300770			V.P., Secretary, Gen. Counsel	

Signatures

By: M.J.Hassett Attorney in fact for
A.A.Dornbusch

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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