

Wolynic Edward T  
 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 \*  
 Wolynic Edward T

(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)  
 VP Strat.Tech.&Chief Tech.Off.

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 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	Amount or Number of Shares	
Options (Right to Buy)	\$ 17.34	06/09/2006	D		5,500		02/05/1999 <sup>(1)</sup>	02/05/2008 <sup>(1)</sup>	Common Stock	5,500	
Options (Right to Buy)	\$ 19.72	06/09/2006	D		973		04/02/1999 <sup>(1)</sup>	04/02/2008 <sup>(1)</sup>	Common Stock	973	
Options (Right to Buy)	\$ 19.13	06/09/2006	D		19,250		12/17/1999 <sup>(1)</sup>	12/17/2008 <sup>(1)</sup>	Common Stock	19,250	
Options (Right to Buy)	\$ 19.59	06/09/2006	D		17,052		02/11/2000 <sup>(1)</sup>	02/11/2009 <sup>(1)</sup>	Common Stock	17,052	
Options (Right to Buy)	\$ 17.81	06/09/2006	D		23,175		12/16/2000 <sup>(1)</sup>	12/16/2009 <sup>(1)</sup>	Common Stock	23,175	
Options (Right to Buy)	\$ 16.84	06/09/2006	D		19,824		02/03/2001 <sup>(1)</sup>	02/03/2010	Common Stock	19,824	
Options (Right to Buy)	\$ 22.75	06/09/2006	D		11,760		02/01/2002 <sup>(1)</sup>	02/01/2011 <sup>(1)</sup>	Common Stock	11,760	
Options (Right to Buy)	\$ 26.9	06/09/2006	D		23,785		12/13/2002 <sup>(1)</sup>	12/13/2011 <sup>(1)</sup>	Common Stock	23,785	
Options (Right to Buy)	\$ 27.96	06/09/2006	D		16,840		02/13/2003 <sup>(1)</sup>	02/13/2012 <sup>(1)</sup>	Common Stock	16,840	
Options (Right to Buy)	\$ 22.8	06/09/2006	D		24,940		12/12/2003 <sup>(1)</sup>	12/12/2012 <sup>(1)</sup>	Common Stock	24,940	
Options (Right to Buy)	\$ 20.47	06/09/2006	D		23,784		02/06/2004 <sup>(1)</sup>	02/06/2013 <sup>(1)</sup>	Common Stock	23,784	
Options (Right to Buy)	\$ 29.99	06/09/2006	D		23,300		12/11/2004 <sup>(1)</sup>	12/11/2013	Common Stock	23,300	

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Options (Right to Buy)	\$ 28.64	06/09/2006	D	15,208	02/11/2005 <sup>(1)</sup>	02/11/2014	Common Stock	15,208
Options (Right to Buy)	\$ 28.95	06/09/2006	D	35,296	12/09/2005 <sup>(1)</sup>	12/09/2014	Common Stock	35,296
Options (Right to Buy)	\$ 30.09	06/09/2006	D	20,436	02/03/2006 <sup>(1)</sup>	02/03/2015	Common Stock	20,436
Options (Right to Buy)	\$ 29.95	06/09/2006	D	35,284	12/07/2006 <sup>(1)</sup>	12/07/2015	Common Stock	35,284

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolynic Edward T 101 WOOD AVENUE ISELIN, NJ 088300770			VP Strat.Tech.&Chief Tech.Off.	

**Signatures**

By: M.J. Hassett Attorney in fact for  
E.T. Wolynic

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