

Edgar Filing: ENGELHARD CORP - Form 11-K

ENGELHARD CORP  
Form 11-K  
June 26, 2003

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, 2002

or

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

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

-----  
ENGELHARD CORPORATION SAVINGS PLAN FOR HOURLY PAID EMPLOYEES  
-----

(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)

Engelhard Corporation Savings Plan for Hourly Paid Employees

Table of Contents

Description -----	Page ----
Report of Independent Auditors	3
Statements of Net Assets Available for Benefits at December 31, 2002 and 2001	4
Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2002 and 2001	5
Notes to Financial Statements	6-11
Supplemental Schedules Schedule of Assets (Held at end of year)	12
Schedule of Reportable Transactions for the Year Ended December 31, 2002	13
Consent of Independent Auditors	14
Signature	15
Exhibit 99 - Certification Accompanying Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	16

Report of Independent Auditors  
-----

To the Pension and Employee Benefit Committee of Engelhard Corporation:

We have audited the accompanying statements of net assets available for benefits of the Engelhard Corporation Savings Plan for Hourly Paid Employees as of December 31, 2002 and 2001 and the related statements of changes in net assets available for benefits for the years then ended. 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 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 benefits of the plan at December 31, 2002 and 2001, and the changes in it's net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2002 and reportable transactions for the year then ended are presented for purposes of additional analysis and are not a required part of the 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. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements, and in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

ERNST & YOUNG LLP  
MetroPark, New Jersey

Edgar Filing: ENGELHARD CORP - Form 11-K

June 23, 2003

3

Engelhard Corporation Savings Plan for Hourly Paid Employees  
 Statements of Net Assets Available for Benefits  
 At December 31, 2002 and 2001

	2002 ----	2001 ----
Assets		
-----		
Investments at fair value	\$28,626,469	\$30,375,086
Receivables:		
Participant Contributions	278,016	264,690
Employer Contributions	74,855	71,531
	-----	-----
Total Receivables	\$ 352,871	\$ 336,221
	-----	-----
Net Assets Available for Benefits	\$28,979,340 =====	\$30,711,307 =====

Edgar Filing: ENGELHARD CORP - Form 11-K

See accompanying notes to Financial Statements

4

Engelhard Corporation Savings Plan for Hourly Paid Employees  
Statement of Changes in Net Assets Available for Benefits  
For the year ended December 31, 2002 and 2001

	2002 ----	2001 ----
Additions:		
Net Investment Income:		
Dividends	\$ 301,680	\$ 328,640
Interest	491,269	474,341
	-----	-----
Total Investment Income	792,949	802,981
Contributions:		
Participant	3,411,217	3,463,312
Employer	926,905	884,059
Asset Transfers In	-	25,861
Rollovers	50,396	1,022
	-----	-----
Total Contributions	4,388,518	4,374,254
Net Realized/Unrealized (Depreciation)		
Appreciation in Fair Value of Investments	(4,586,385)	2,548,809
	-----	-----
Total Additions	595,082	7,726,044
Distributions		
Distributions	2,253,413	1,442,596
Asset Transfers Out	72,520	-
Other deductions	1,116	1,220
	-----	-----
Total deductions	2,327,049	1,443,816
Net (Decrease) Increase	(1,731,967)	6,282,228
Net Assets Available for Benefits at Beginning of Year	30,711,307	24,429,079
	-----	-----
Net Assets Available for Benefits	\$ 28,979,340	\$ 30,711,307

Edgar Filing: ENGELHARD CORP - Form 11-K

at End of Year

=====

See Accompanying Notes to Financial Statements

5

Notes to Financial Statements

Note 1 - Description of the Plan

The Engelhard Corporation Savings Plan for Hourly Paid Employees (the "Plan"), effective as of January 1, 1991, 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 basis 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

-----

Eligibility rules vary depending upon negotiated union contract. Participants should see the Plan Document for specific rule pertaining to employee group. The following employee groups are eligible for participation in the plan:

- a) Local 3-0233 of the Paper, Allied-Industrial, Chemical and Energy Workers International Union (Gordon, GA)
- b) Locals 3-0237 and 3-0238 of the Paper, Allied-Industrial, Chemical and Energy Workers International Union (McIntyre, GA)
- c) Locals 1668, 1668A and 1668B of the International Union, United Aerospace and Agricultural Implement Workers of American (UAW) (Carteret, NJ)
- d) Local 8-406 of the Paper, Allied Industrial, Chemical and Energy Workers International Union (East Newark, NJ)
- e) Local 66, of the International Chemical Workers Union Council/UFCW (Louisville, KY)
- f) Local 73 of the International Chemical Workers Union Council/UFCW (Elyria, OH)

## Edgar Filing: ENGELHARD CORP - Form 11-K

g) Local 1430 of the International Brotherhood of Electrical Workers (Peekskill, Ossining and Buchanan, NY)

h) Local 333 of the Paper, Allied-Industrial, Chemical and Energy Workers International Union (Jackson, MS)

i) Local 174 of the United Steel workers of America (Quincy, FL)

6

### Contributions

-----  
The Plan permits eligible employees participating in the Plan the opportunity to defer on a pretax basis up to 50 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. The Plan allows for catch-up contributions for employees age 50 and over as allowed under the Internal Revenue Code.

### Matching Contributions

-----  
The Company will contribute, on a monthly basis and subject to limitations and exclusions, either cash or common stock of the Company in an amount ranging from 20% to 50% of the first 6%, depending on the union contract, of the amount contributed by the Participants.

### Investments

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

- 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).
- 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).
- p) Explorer Fund.
- q) Treasury Money Market 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 any 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 Employer Matching Contribution. The following describes the change in the balance during the year ended December 31, 2002 and 2001.

	2002	2001
	----	----
Balance at beginning of year	\$ 1,398,366	\$ 420,220
Dividends	20,336	13,727
Net unrealized (depreciation)/ appreciation	(340,557)	219,639
Contributions	923,580	880,536
Transfer to unrestricted	(351,085)	(112,045)
Distributions	(102,238)	(29,241)
Other	2,718	5,530
	-----	-----



## Edgar Filing: ENGELHARD CORP - Form 11-K

Balance at end of year	\$1,551,120	\$1,398,366
	=====	=====

8

### Participant Accounts

-----

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 participants account.

### Vesting

-----

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

### Plan Termination

-----

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.

### Loan Provision

-----

Participants may borrow from their funds 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.

### Distributions and Withdrawals

-----

Upon termination of employment, as provided in the Plan Document, employees 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 contributions 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 stock fund 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.

### Other

-----

Certain reclassifications have been made to prior years figures to conform to current years presentation.

## Edgar Filing: ENGELHARD CORP - Form 11-K

### Note 2 - Accounting Policies

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

9

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 risks. 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.

### Note 3 - Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 29, 1995, 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. The plan has applied for but not yet received a new determination letter from the Internal Revenue Service. 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 volatility risks.

## Edgar Filing: ENGELHARD CORP - Form 11-K

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

10

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

Investments	2002	2001
-----	-----	-----
Engelhard Corporation Company Stock Fund	\$ 10,587,163*	\$ 12,885,445*
Fixed Income Fund (Retirement Savings Trust)	6,487,768	5,648,101
Balanced Fund (Asset Allocation Fund)	2,579,172	2,813,421
Equity Index Fund (Growth and Income Portfolio)	3,499,841	3,947,575

\*Includes assets that are non-participant directed (see Note 1).

Net realized/unrealized appreciation (depreciation) in fair value of investments consists of the following at December 31, 2002 and 2001:

	2002	2001
	----	----
Common Stock	\$(2,419,914)	\$3,509,412
Mutual Funds	(2,166,471)	(960,603)
	-----	-----
Total	\$(4,586,385)	\$2,548,809
	=====	=====

### Note 7 - Related Party Transactions

For the 2002 plan year the Company transferred 35,033 treasury stock shares (representing a contribution dollar amount of \$926,905) 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.

During the year in the ordinary course of doing business, various Vanguard funds may take a position in Engelhard Corporation common stock. On February 12, 2002, the Vanguard Windsor Fund filed Form 13G with the Securities and Exchange Commission indicating they held 10,454,200 shares or 8.06% of Company Stock. On February 13, 2003 and amended Form 13G was filed indicating they held 9,566,700 or 7.49% of Company Stock.

### Note 8 - Subsequent Event

On September 19, 2002, the Company and its partner, Fimalac, formally

## Edgar Filing: ENGELHARD CORP - Form 11-K

agreed to adopt a plan to unwind their Paris-based joint venture, Engelhard-CLAL LLP. As part of the distribution of assets Engelhard received certain US-based operations. As a result, on January 1, 2003, the net assets of the Engelhard-CLAL LP Plan for Hourly Paid Employees were merged into the Engelhard Corporation Savings Plan for Hourly Paid Employees. A total of \$3,733,127, representing the net assets of the Engelhard-CLAL LP Plan for Hourly Paid Employees on December 31, 2002, was transferred to the Engelhard Corporation Savings Plan for Hourly Paid Employees.

Net Assets Available for Benefits @ 12/31/02 - per Financial Statements	\$ 28,979,340
Plus: Net assets transferred from the Engelhard-CLAL LP Plan for Hourly Paid Employees	3,733,127
	-----
Net Assets Available for Benefits @ 12/31/02 - per Form 5500	\$ 32,712,467
	=====

11

### Engelhard Corporation Savings Plan for Hourly Paid Employees Schedule of Assets (Held at end of year) as of December 31, 2002

(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	\$10,018,368	\$10,587,163
*	Vanguard Fiduciary Trust Company	Fixed Income Fund (Retirement Savings Trust)	6,487,768	6,487,768
*	Vanguard Fiduciary Trust Company	Explorer Fund	583,276	435,919
*	Vanguard Fiduciary Trust Company	Balanced Fund (Asset Allocation Fund)	3,080,144	2,579,172
*	Vanguard Fiduciary Trust Company	Equity Index Fund (Growth and Income Portfolio)	4,532,155	3,499,841
*	Vanguard Fiduciary Trust Company	International Growth Fund	707,545	518,170
*	Vanguard Fiduciary Trust Company	Treasury Money Market Fund	279,521	279,521
*	Vanguard Fiduciary Trust Company	Life Strategy Growth Fund	202,928	160,394
*	Vanguard Fiduciary Trust Company	Prime Cap Fund	875,772	619,807
*	Vanguard Fiduciary Trust Company	U.S. Growth Portfolio	299,055	158,761
*	Vanguard Fiduciary Trust Company	Growth Fund (Windsor Fund)	310,889	249,220

Edgar Filing: ENGELHARD CORP - Form 11-K

* Vanguard Fiduciary Windsor II Fund Trust Company	155,579	130,550
* Vanguard Fiduciary Life Strategy Conservative Growth Fund Trust Company	46,260	43,201
* Vanguard Fiduciary Life Strategy Moderate Growth Fund Trust Company	48,989	43,412
* Vanguard Fiduciary Life Strategy Income Fund Trust Company	17,470	17,236
* Vanguard Fiduciary Short-Term Corporate Fund Trust Company	155,678	156,539
* Vanguard Fiduciary Small Cap Fund Trust Company	127,273	106,212
*Promissory notes from Participants having interest at rates of 5.75% to 10.50% and maturity dates ranging from 1 month to 10 years	-	2,553,583
	-----	-----
Total	\$27,928,670	\$28,626,469
	=====	=====

\*Represents party-in-interest

12

Engelhard Corporation Plan for  
Hourly Paid Employees  
Schedule of Reportable Transactions\*  
Year Ended December 31, 2002

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 & Income	\$1,208,040			
Vanguard	Vanguard Growth & Income		\$ 684,600	\$ 804,055	
Vanguard	Vanguard Retir. Savings Trust	2,687,438			
Vanguard	Vanguard Retir. Savings Trust		1,847,772	1,847,772	
Engelhard	Engelhard Corp. Stock Fund	2,735,942			
Engelhard	Engelhard Corp. Stock Fund		2,614,310	2,055,422	

\*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.

13

CONSENT OF INDEPENDENT AUDITORS  
-----

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 Savings Plan for Hourly Paid Employees report dated June 23, 2003, with respect to the financial statements and schedules of the Savings Plan for Hourly Paid Employees Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

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

MetroPark, New Jersey  
June 23, 2003

14

Signature

-----

Form 11-K

Engelhard Corporation Savings Plan for Hourly Paid Employees

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 23rd day of June, 2003.

/s/ John C. Hess

-----

By: John C. Hess  
Secretary to the Committee and  
Vice President of Human Resources

Certification Accompanying Periodic Report  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(18 U.S.C. Section 1350)

The undersigned, Barry W. Perry, Chairman and Chief Executive Officer of Engelhard Corporation, and Michael A. Spurduto, Vice President and Chief Financial Officer of Engelhard Corporation, (Engelhard Corporation is the administrator of Engelhard Corporation Savings Plan for Hourly Paid Employees) each hereby certifies that the Annual Report of the Plan on Form 11-K for the year ended December 31, 2002 (the "Report") (1) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

Date: June 23, 2003  
-----

/s/ Barry W. Perry  
-----

Barry W. Perry  
Chairman and Chief  
Executive Officer

Date: June 23, 2003

/s/ Michael A. Spurduto



Edgar Filing: ENGELHARD CORP - Form 11-K

-----  
Michael A. Sperduto  
Vice President and Chief  
Financial Officer

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 or any other provision of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.