

PERRY BARRY W
Form 4
December 02, 2005

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 *
PERRY BARRY W

2. Issuer Name and Ticker or Trading Symbol
ENGELHARD CORP [EC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 WOOD AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

ISELIN, NJ 088300770

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | Price | | |
| Common Stock | 12/01/2005 | 12/01/2005 | M | 10,000 | A \$ 23.875 | 110,302 | D |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 100 | D \$ 29.53 (1) | 110,202 | D |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 1,500 | D \$ 29.56 (1) | 108,702 | D |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 3,100 | D \$ 29.6 (1) | 105,602 | D |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 500 | D \$ 29.61 (1) | 105,102 | D |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|-----------------|---------|---|--------------------------|
| Common Stock | 12/01/2005 | 12/01/2005 | S | 300 | D | \$ 29.62 (1) | 104,802 | D | |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 800 | D | \$ 29.63 (1) | 104,002 | D | |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 2,300 | D | \$ 29.64 (1) | 101,702 | D | |
| Common Stock | 12/01/2005 | 12/01/2005 | S | 1,400 | D | \$ 29.66 (1) | 100,302 | D | |
| Common Stock | | | | | | | 93,147 | I | By Fleet Bank as Trustee |

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.

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|
| Options (Right to Buy) | \$ 23.875 | 12/01/2005 | 12/01/2005 | M | 10,000 (1) | 02/01/1997 ⁽¹⁾⁽²⁾ 02/01/2006 ⁽¹⁾⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PERRY BARRY W 101 WOOD AVENUE ISELIN, NJ 088300770 | X | | Chairman, President & CEO | |

Signatures

By: M.J.Hassett Attorney in fact for
B.W.Perry

12/02/2005

__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).

(1) Exercise and sale pursuant to Rule 10b5-1 Sales Plan

Options become exercisable in 25% installments annually commencing the first anniversary of date of grant (except in the event of a 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.