## Edgar Filing: DRESNER MARK - Form 4

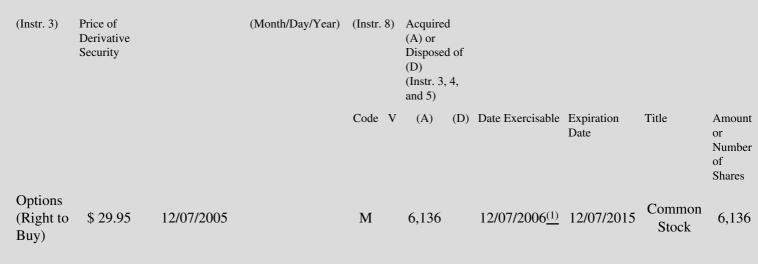
DRESNER Form 4	MARK									
December (	08, 2005									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							NT	OMB APPROVAL		
	UNITED	SIAILS		shington				Number:	3235-0287	
Check t if no los subject Section Form 4	nger to <b>STATEN</b> 16. or	CMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated burden hou response	Expires:January 31, 2005Estimated averageburden hours per response0.5	
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17(	Public U	16(a) of th Itility Hol nvestmen							
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> DRESNER MARK			2. Issuer Name <b>and</b> Ticker or Trading Symbol ENGELHARD CORP [EC]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction			(Check all applicable)				
101 WOOD AVENUE			(Month/Day/Year) 12/07/2005				Director 10% Owner X Officer (give title Other (specify below) below) V.P. Corporate Communications			
(Street) ISELIN, NJ 088300770			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
							Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Reminder De	eport on a separate line	e for each al	ass of sec	urities bene	ficially ow	ned directly.	or indirectly			
Kennider, Ke	port on a separate line				Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
DRESNER MARK 101 WOOD AVENUE ISELIN, NJ 088300770			V.P. Corporate Communications				
Signatures							
By: M.J.Hassett Attorney in fac M.Dresner	ct for		12/08/2005				
**Signature of Reporting Perso	on		Date				

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

exercisable. All options expire ten years after the date of grant.

- \*\* 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

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.