## Edgar Filing: SHAW ALAN J - Form 4

SHAW ALAN J Form 4												
December 08, 200	5											
FORM 4			CECU						PPROVA	۱L		
Washington, D.C. 20549								N OMB Number:	3235-			
Check this box if no longer				IGEG DI			Expires:	January 31	ry 31, 2005			
subject to Section 16. Form 4 or Form 5	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O Section 16. SECURITIES Form 4 or							Estimated burden hou response	Estimated average burden hours per response			
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ses)											
1. Name and Address of Reporting Person <u>*</u> SHAW ALAN J			2. Issuer Name <b>and</b> Ticker or Trading Symbol ENGELHARD CORP [EC]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (F	First) (1	Middle)			-	-1	(Che	(Check all applicable)				
101 WOOD AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/07/2005			Director 10% Owner X Officer (give title Other (specify below) Controller						
Filed(N				. If Amendment, Date Original iled(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
ISELIN, NJ 0883	00770						Person	More than One R	eporting			
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	d		
	nsaction Date h/Day/Year)		Date, if	Code (Instr. 8)	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 Indirect Beneficia Ownersh (Instr. 4)	al ip		
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.					
					infor <del>n</del> requir	nation cont ed to resp ys a curre	spond to the colle tained in this form 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	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	12/07/2005		М		5,044		12/07/2006(1)	12/07/2015	Common Stock	5,044

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
For 8 o mana a ma	Director	10% Owner	Officer	Other				
SHAW ALAN J 101 WOOD AVENUE ISELIN, NJ 088300770			Controller					
Signatures								
By: By:M.J.Hassett Attorney in A.J.Shaw	12/08/2005							
**Signature of Reporting Pers	son		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.