

HESS JOHN C
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 *
HESS JOHN C

(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)
06/02/2006

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)
Vice President, Human Resources

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 (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)	\$ 19.13	06/02/2006	D		33,425		12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	33,425
Options (Right to Buy)	\$ 19	06/09/2006	D		2,900		12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	2,900
Options (Right to Buy)	\$ 20.25	06/09/2006	D		5,662		02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	5,662
Options (Right to Buy)	\$ 19.72	06/09/2006	D		2,884		04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	2,884
Options (Right to Buy)	\$ 19.59	06/09/2006	D		24,632		02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	24,632
Options (Right to Buy)	\$ 17.81	06/09/2006	D		36,850		12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	36,850
Options (Right to Buy)	\$ 16.84	06/09/2006	D		30,044		02/03/2001	02/03/2010	Common Stock	30,044
Options (Right to Buy)	\$ 22.75	06/09/2006	D		17,860		02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	17,860
Options (Right to Buy)	\$ 26.9	06/09/2006	D		22,652		12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	22,652
Options (Right to Buy)	\$ 27.96	06/09/2006	D		17,724		02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	17,724
Options (Right to Buy)	\$ 22.8	06/09/2006	D		26,216		12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	26,216
Options (Right to Buy)	\$ 20.47	06/09/2006	D		23,668		02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	23,668

Options (Right to Buy)	\$ 29.99	06/09/2006	D	20,972	12/11/2004	12/11/2013	Common Stock	20,9
Options (Right to Buy)	\$ 28.64	06/09/2006	D	15,236	02/11/2005	02/11/2014	Common Stock	15,2
Options (Right to Buy)	\$ 30.09	06/09/2006	D	15,968	02/03/2006	02/03/2015	Common Stock	15,9
Options (Right to Buy)	\$ 29.95	06/09/2006	D	18,996	12/07/2006	12/07/2015	Common Stock	18,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS JOHN C 101 WOOD AVENUE ISELIN, NJ 088300770			Vice President,Human Resources	

Signatures

By: M.J.Hassett Attorney in fact for
J.C.Hess

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.