

Wolynic Edward T  
 Form 4  
 June 09, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
 Wolynic Edward T

(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)  
 06/09/2006

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)  
 VP Strat.Tech.&Chief Tech.Off.

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.

**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.**

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)	\$ 17.34	06/09/2006	D		5,500		02/05/1999 <sup>(1)</sup>	02/05/2008 <sup>(1)</sup>	Common Stock	5,500	
Options (Right to Buy)	\$ 19.72	06/09/2006	D		973		04/02/1999 <sup>(1)</sup>	04/02/2008 <sup>(1)</sup>	Common Stock	973	
Options (Right to Buy)	\$ 19.13	06/09/2006	D		19,250		12/17/1999 <sup>(1)</sup>	12/17/2008 <sup>(1)</sup>	Common Stock	19,250	
Options (Right to Buy)	\$ 19.59	06/09/2006	D		17,052		02/11/2000 <sup>(1)</sup>	02/11/2009 <sup>(1)</sup>	Common Stock	17,052	
Options (Right to Buy)	\$ 17.81	06/09/2006	D		23,175		12/16/2000 <sup>(1)</sup>	12/16/2009 <sup>(1)</sup>	Common Stock	23,175	
Options (Right to Buy)	\$ 16.84	06/09/2006	D		19,824		02/03/2001 <sup>(1)</sup>	02/03/2010	Common Stock	19,824	
Options (Right to Buy)	\$ 22.75	06/09/2006	D		11,760		02/01/2002 <sup>(1)</sup>	02/01/2011 <sup>(1)</sup>	Common Stock	11,760	
Options (Right to Buy)	\$ 26.9	06/09/2006	D		23,785		12/13/2002 <sup>(1)</sup>	12/13/2011 <sup>(1)</sup>	Common Stock	23,785	
Options (Right to Buy)	\$ 27.96	06/09/2006	D		16,840		02/13/2003 <sup>(1)</sup>	02/13/2012 <sup>(1)</sup>	Common Stock	16,840	
Options (Right to Buy)	\$ 22.8	06/09/2006	D		24,940		12/12/2003 <sup>(1)</sup>	12/12/2012 <sup>(1)</sup>	Common Stock	24,940	
Options (Right to Buy)	\$ 20.47	06/09/2006	D		23,784		02/06/2004 <sup>(1)</sup>	02/06/2013 <sup>(1)</sup>	Common Stock	23,784	
Options (Right to Buy)	\$ 29.99	06/09/2006	D		23,300		12/11/2004 <sup>(1)</sup>	12/11/2013	Common Stock	23,300	

