

Wolynic Edward T
Form 4
June 09, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title below) ____ Other (specify below)

VP Strat.Tech.&Chief Tech.Off.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Options (Right to Buy)	\$ 17.34	06/09/2006	D			5,500	02/05/1999 ⁽¹⁾ 02/05/2008 ⁽¹⁾	Common Stock	5,500
Options (Right to Buy)	\$ 19.72	06/09/2006	D			973	04/02/1999 ⁽¹⁾ 04/02/2008 ⁽¹⁾	Common Stock	973
Options (Right to Buy)	\$ 19.13	06/09/2006	D			19,250	12/17/1999 ⁽¹⁾ 12/17/2008 ⁽¹⁾	Common Stock	19,250
Options (Right to Buy)	\$ 19.59	06/09/2006	D			17,052	02/11/2000 ⁽¹⁾ 02/11/2009 ⁽¹⁾	Common Stock	17,052
Options (Right to Buy)	\$ 17.81	06/09/2006	D			23,175	12/16/2000 ⁽¹⁾ 12/16/2009 ⁽¹⁾	Common Stock	23,175
Options (Right to Buy)	\$ 16.84	06/09/2006	D			19,824	02/03/2001 ⁽¹⁾ 02/03/2010	Common Stock	19,824
Options (Right to Buy)	\$ 22.75	06/09/2006	D			11,760	02/01/2002 ⁽¹⁾ 02/01/2011 ⁽¹⁾	Common Stock	11,760
Options (Right to Buy)	\$ 26.9	06/09/2006	D			23,785	12/13/2002 ⁽¹⁾ 12/13/2011 ⁽¹⁾	Common Stock	23,785
Options (Right to Buy)	\$ 27.96	06/09/2006	D			16,840	02/13/2003 ⁽¹⁾ 02/13/2012 ⁽¹⁾	Common Stock	16,840
Options (Right to Buy)	\$ 22.8	06/09/2006	D			24,940	12/12/2003 ⁽¹⁾ 12/12/2012 ⁽¹⁾	Common Stock	24,940
Options (Right to Buy)	\$ 20.47	06/09/2006	D			23,784	02/06/2004 ⁽¹⁾ 02/06/2013 ⁽¹⁾	Common Stock	23,784
Options (Right to Buy)	\$ 29.99	06/09/2006	D			23,300	12/11/2004 ⁽¹⁾ 12/11/2013	Common Stock	23,300

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Options (Right to Buy)	\$ 28.64	06/09/2006	D	15,208	02/11/2005 ⁽¹⁾	02/11/2014	Common Stock	15,208
Options (Right to Buy)	\$ 28.95	06/09/2006	D	35,296	12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	35,296
Options (Right to Buy)	\$ 30.09	06/09/2006	D	20,436	02/03/2006 ⁽¹⁾	02/03/2015	Common Stock	20,436
Options (Right to Buy)	\$ 29.95	06/09/2006	D	35,284	12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	35,284

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolynic Edward T 101 WOOD AVENUE ISELIN, NJ 088300770			VP Strat.Tech.&Chief Tech.Off.	

Signatures

By: M.J. Hassett Attorney in fact for
E.T.Wolynic

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 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.