

ANTONINI MARION H  
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 \*  
ANTONINI MARION H

2. Issuer Name and Ticker or Trading Symbol  
ENGELHARD CORP [EC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

101 WOOD AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
06/09/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ISELIN, NJ 088300770

(City) (State) (Zip)

**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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 06/09/2006                           |  | D                              | V   | Amount (D) Price \$ 39 0  | D  |  |

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)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options (Right to Buy)                     | \$ 18.75   | 06/09/2006                           |  | D                              | 3,000  | 12/14/2001 <sup>(1)</sup>                                | 12/14/2010 <sup>(1)</sup>                                     | Common Stock | 3,000                      |
| Options (Right to Buy)                     | \$ 26.9  | 06/09/2006                           |  | D                              | 3,000  | 12/13/2002 <sup>(1)</sup>                                | 12/13/2011 <sup>(1)</sup>                                     | Common Stock | 3,000                      |
| Options (Right to Buy)                     | \$ 22.8  | 06/09/2006                           |  | D                              | 3,000  | 12/12/2003 <sup>(1)</sup>                                | 12/12/2012 <sup>(1)</sup>                                     | Common Stock | 3,000                      |
| Options (Right to Buy)                     | \$ 29.99   | 06/09/2006                           |  | D                              | 3,000  | 12/11/2004 <sup>(1)</sup>                                | 12/11/2013  | Common Stock | 3,000                      |
| Options (Right to Buy)                     | \$ 28.95   | 06/09/2006                           |  | D                              | 3,000  | 12/09/2005 <sup>(1)</sup>                                | 12/09/2014  | Common Stock | 3,000                      |
| Options (Right to Buy)                     | \$ 29.98   | 06/09/2006                           |  | D                              | 3,000  | 12/08/2006 <sup>(1)</sup>                                | 12/08/2015  | Common Stock | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ANTONINI MARION H<br>101 WOOD AVENUE<br>ISELIN, NJ 088300770 |               | X         |         |       |

## Signatures

By: M.J. Hassett Attorney in fact for M.H. Antonini 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.

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