

ENGELHARD CORP  
Form SC TO-C  
April 27, 2006

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

**SCHEDULE TO  
(Rule 14d-100)  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**ENGELHARD CORPORATION**  
(Name of Subject Company)

**ENGELHARD CORPORATION**  
(Names of Filing Persons-Offeror)

Common Stock, Par Value \$1.00 Per Share  
(Title of Class of Securities)

**292845104**  
(CUSIP Number of Class of Securities)

**Arthur A. Dornbusch II, Esq.  
Vice President, General Counsel and Secretary  
Engelhard Corporation  
101 Wood Avenue  
Iselin, New Jersey 08830  
(732) 205-5000**

(Name, address and telephone number of persons authorized to receive notices  
and communications on behalf of filing persons)

\_\_\_\_\_  
Copies to:

**Kenneth W. Orce, Esq.  
W. Leslie Duffy, Esq.  
Cahill Gordon & Reindel llp  
80 Pine Street  
New York, New York 10005  
(212) 701-3000**

	<b>Calculation of Filing Fee</b>
<b>Transaction valuation</b>	<b>Amount of filing fee</b>
<b>Not applicable*</b>	<b>Not applicable*</b>

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\*A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: Not applicable  
Form or Registration No.: Not applicable  
Filing Party: Not applicable  
Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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On April 26, 2006, the Company announced a recapitalization plan, its earnings for the first quarter of 2006 and its record date for its Annual Meeting of Shareholders, each of which was filed with the Commission on Form 8-K set forth on the Exhibit Index hereto and incorporated by reference herein..

**EXHIBIT INDEX**

**Exhibit  
No. \_\_\_\_\_**

- 99.1 Form 8-K, dated April 26, 2006.\*
- 99.2 Form 8-K, dated April 26, 2006.\*
- 99.3 Form 8-K, dated April 26, 2006.\*

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\* Previously filed with the SEC.