

ENGELHARD CORP
Form 4
December 10, 2004

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 *
DORNBUSCH II ARTHUR A

(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)
12/09/2004

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)
V.P., Secretary, Gen. Counsel

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 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)	\$ 28.95	12/09/2004	A ⁽¹⁾	37,820					12/09/2005 ⁽¹⁾	12/09/2014 ⁽¹⁾	Common Stock	37,820

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORNBUSCH II ARTHUR A 101 WOOD AVENUE ISELIN, NJ 088300770			V.P., Secretary, Gen. Counsel	

Signatures

By: M.J.Hassett Attorney in fact for A.A.Dornbusch
 Date: 12/10/2004
**Signature of Reporting Person

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. center"> 42,000 (9)11/10/2017 Common Stock 42,000 \$ 0 (10) 42,000 I Spouse

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Day William B. 1390 ENCLAVE PARKWAY HOUSTON, TX 77077			EVP, Merch & Supply Chain Mgt	

Signatures

/s/Thomas P. Kurz,
 attorney-in-fact
 Date: 11/12/2010

__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).
- (1) Shares withheld for payment of taxes in connection with the vesting of 2,700 restricted stock units granted on November 10, 2009.
- (2) Includes 5,400 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (3) Grant of restricted stock units that may be settled solely by delivery of an equal number of shares of common stock. Units vest one-third on the 1st, 2nd and 3rd anniversary of date of grant.
- (4) Restricted stock units granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.
- (5) Includes 15,700 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (6) Shares withheld for payment of taxes in connection with the vesting of 1,000 restricted stock units granted on November 10, 2009.
- (7) Includes 2,000 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (8) Includes 10,500 restricted stock units that may be settled solely by delivery of an equal number of shares of common stock.
- (9) One-fifth of the shares covered by the grant vest and are exercisable on 11/11/2011, 11/11/2012, 11/11/2013, 11/11/2014 and 11/11/2015, respectively. No options may be exercised prior to 11/11/2011. Options will expire on 11/10/2017.
- (10) Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.

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