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ENGELHARD C	ORP									
Form 4										
December 16, 200)4									
FORM 4		~	~~~~~			~~~	~~~~~~~~~~		PPROVAL	
	UNITED		RITIES A shington	NOMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								January 31, 2005 average urs per . 0.5	
obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the F	Public U	tility Hol	ding Con		of 1935 or Sectio	on		
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> PERRY BARRY W			Symbol	er Name and LHARD (-	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Earliest Transaction					(Check all applicable)			
101 WOOD AVENUE			(Month/Day/Year) 12/15/2004			X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President & CEO				
(4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
ISELIN, NJ 0883	300770						Person	wore than One R	eporting	
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially owr	ned directly of	or indirectly.			
					Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the collect ained in this form and unless the for ntly valid OMB col	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	Amo or Num of Sh
Options (Right to Buy)	\$ 14.21	12/15/2004		J			18,000	12/15/1995 <u>(1)</u>	12/15/2004(1)	Common Stock	18,0

Reporting Owners

Reporting Owner Name / Address				
1	Director	10% Owner	Officer	Other
PERRY BARRY W 101 WOOD AVENUE ISELIN, NJ 088300770	Х		Chairman, President & CEO	
Signatures				
By: M.J.Hassett Attorney in fac B.W.Perry	ct for	1	2/15/2004	

**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) Options expired pursuant to terms 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.