

SPERDUTO MICHAEL A
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 *
SPERDUTO MICHAEL A

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

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & CFO

ISELIN, NJ 088300770

(City) (State) (Zip)

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

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.

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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 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)	\$ 17.81	06/09/2006	D		20,075		12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	20,075	
Options (Right to Buy)	\$ 16.84	06/09/2006	D		17,384		02/03/2001	02/03/2010	Common Stock	17,384	
Options (Right to Buy)	\$ 22.75	06/09/2006	D		10,456		02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	10,456	
Options (Right to Buy)	\$ 26.9	06/09/2006	D		25,484		12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	25,484	
Options (Right to Buy)	\$ 27.96	06/09/2006	D		20,384		02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	20,384	
Options (Right to Buy)	\$ 22.8	06/09/2006	D		42,760		12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	42,760	
Options (Right to Buy)	\$ 20.47	06/09/2006	D		36,868		02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	36,868	
Options (Right to Buy)	\$ 29.99	06/09/2006	D		37,280		12/11/2004 ⁽¹⁾	12/11/2013	Common Stock	37,280	
Options (Right to Buy)	\$ 28.64	06/09/2006	D		23,888		02/11/2005 ⁽¹⁾	02/11/2014	Common Stock	23,888	
Options (Right to Buy)	\$ 28.95	06/09/2006	D		41,348		12/09/2005 ⁽¹⁾	12/09/2014	Common Stock	41,348	
Options (Right to Buy)	\$ 30.09	06/09/2006	D		26,504		02/03/2006	02/03/2015	Common Stock	26,504	
Options (Right to Buy)	\$ 29.95	06/09/2006	D		45,424		12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	45,424	

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Options (Right to Buy)	\$ 19	06/09/2006	D	2,350	12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	2,350
Options (Right to Buy)	\$ 20.25	06/09/2006	D	10,325	02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	10,325
Options (Right to Buy)	\$ 18.56	06/09/2006	D	18,200	12/18/1998 ⁽¹⁾	12/18/2007 ⁽¹⁾	Common Stock	18,200
Options (Right to Buy)	\$ 19.72	06/09/2006	D	1,622	04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	1,622
Options (Right to Buy)	\$ 19.13	06/09/2006	D	17,225	12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	17,225
Options (Right to Buy)	\$ 19.59	06/09/2006	D	14,760	02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	14,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPERDUTO MICHAEL A 101 WOOD AVENUE ISELIN, NJ 088300770			Vice President & CFO	

Signatures

By: M.J.Hassett Attorney in fact for
M.A.Sperduto

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. 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.