PERRY BARRY W
Form 4
June 09, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY BARRY W

(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)
06/09/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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 Amou Underlying Secur (Instr. 3 and 4)

(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	Am Nur Sha
Options (Right to Buy)	$ 19	06/09/2006		D			50,000	12/19/1997(1)	12/19/2006(1)	Common Stock	50
Options (Right to Buy)	$ 20.25	06/09/2006		D			31,000	02/06/1998(1)	02/06/2007(1)	Common Stock	31
Options (Right to Buy)	$ 18.56	06/09/2006		D			174,400	12/18/1998(1)	12/18/2007(1)	Common Stock	17
Options (Right to Buy)	$ 17.34	06/09/2006		D			48,386	02/05/1999(1)	02/05/2008(1)	Common Stock	48
Options (Right to Buy)	$ 19.72	06/09/2006		D			8,562	04/02/1999(1)	04/02/2008(1)	Common Stock	8
Options (Right to Buy)	$ 19.13	06/09/2006		D			202,475	12/17/1999(1)	12/17/2008(1)	Common Stock	20
Options (Right to Buy)	$ 19.59	06/09/2006		D			77,044	02/11/2000(1)	02/11/2009(1)	Common Stock	77
Options (Right to Buy)	$ 17.81	06/09/2006		D			231,600	12/16/2000(1)	12/16/2009(1)	Common Stock	23
Options (Right to Buy)	$ 16.84	06/09/2006		D			102,636	02/03/2001(1)	02/03/2010	Common Stock	10
Options (Right to Buy)	$ 22.75	06/09/2006		D			67,184	02/01/2002(1)	02/01/2011(1)	Common Stock	67
Options (Right to Buy)	$ 26.9	06/09/2006		D			170,584	12/13/2002(1)	12/13/2011(1)	Common Stock	17
Options (Right to Buy)	$ 28.75	06/09/2006		D			84,000	01/07/2003	01/07/2012(1)	Common Stock	84
Options (Right to	$ 27.96	06/09/2006		D			82,840	02/13/2003(1)	02/13/2012(1)	Common Stock	82

Buy)								
Options (Right to Buy)	$ 22.8	06/09/2006	D	198,212	12/12/2003(1)	12/12/2012(1)	Common Stock	19
Options (Right to Buy)	$ 20.47	06/09/2006	D	95,140	02/06/2004(1)	02/06/2013(1)	Common Stock	95
Options (Right to Buy)	$ 29.99	06/09/2006	D	175,000	12/11/2004	12/11/2013	Common Stock	17
Options (Right to Buy)	$ 28.64	06/09/2006	D	63,388	02/11/2005	02/11/2014	Common Stock	63
Options (Right to Buy)	$ 28.95	06/09/2006	D	185,808	12/09/2005(1)	12/09/2014	Common Stock	18
Options (Right to Buy)	$ 30.09	06/09/2006	D	72,880	02/03/2006	02/03/2015	Common Stock	72
Options (Right to Buy)	$ 29.95	06/09/2006	D	200,000	12/07/2006(1)	12/07/2015	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY BARRY W 101 WOOD AVENUE ISELIN, NJ 088300770	X		Chairman, President & CEO	

Signatures

By: M.J.Hassett Attorney in fact for B.W.Perry	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).

(1) Options become exercisable in 25% installments annually commencing the first anniversary of date of grant (except in the event of a 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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