

Edgar Filing: NAPIER JAMES V - Form 4

NAPIER JAMES V

Form 4

December 13, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Napier, James V.

3355 Lenox Road

Suite 750

Atlanta, GA 30326

USA

2. Issuer Name and Ticker or Trading Symbol

ENGELHARD CORPORATION

EC

3. IRS or Social Security Number of Reporting Person (Voluntary)

509-32-4722

4. Statement for Month/Year

12/12/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

Director

7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
			A/ D	Price

Common Stock					39,483
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
				A/ D	Exercisable Date/Expiration Date	Title and Number of Shares	

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Options (Right to Buy)	\$22.80	12/12/02	A(1)	3,000	A	(1)	(1)	Common Stock	3,000

Explanation of Responses:

(1) Options are exercisable in 25% installments annually commencing the first anniversary of date of grant (except in the event of an "acquisition of a control interest" in Engelhard Corporation). All options expire 10 years after the date of grant. Option may expire earlier under certain circumstances. Options permit the satisfaction of tax withholding obligations arising on the exercise thereof by the withholding of shares of stock acquired by such exercise.