SPERDUTO MICHAEL A
Form 4
June 09, 2006

FORM 4

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPERDUTO MICHAEL 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)
06/09/2006

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)
Vice President & CFO

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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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 Amoun Underlying Securit (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	Amo or Num of Sh
Options (Right to Buy)	$ 17.81	06/09/2006		D			20,075	12/16/2000[1]	12/16/2009[1]	Common Stock	20,0
Options (Right to Buy)	$ 16.84	06/09/2006		D			17,384	02/03/2001	02/03/2010	Common Stock	17,3
Options (Right to Buy)	$ 22.75	06/09/2006		D			10,456	02/01/2002[1]	02/01/2011[1]	Common Stock	10,4
Options (Right to Buy)	$ 26.9	06/09/2006		D			25,484	12/13/2002[1]	12/13/2011[1]	Common Stock	25,4
Options (Right to Buy)	$ 27.96	06/09/2006		D			20,384	02/13/2003[1]	02/13/2012[1]	Common Stock	20,3
Options (Right to Buy)	$ 22.8	06/09/2006		D			42,760	12/12/2003[1]	12/12/2012[1]	Common Stock	42,7
Options (Right to Buy)	$ 20.47	06/09/2006		D			36,868	02/06/2004[1]	02/06/2013[1]	Common Stock	36,8
Options (Right to Buy)	$ 29.99	06/09/2006		D			37,280	12/11/2004[1]	12/11/2013	Common Stock	37,2
Options (Right to Buy)	$ 28.64	06/09/2006		D			23,888	02/11/2005[1]	02/11/2014	Common Stock	23,8
Options (Right to Buy)	$ 28.95	06/09/2006		D			41,348	12/09/2005[1]	12/09/2014	Common Stock	41,3
Options (Right to Buy)	$ 30.09	06/09/2006		D			26,504	02/03/2006	02/03/2015	Common Stock	26,5
Options (Right to Buy)	$ 29.95	06/09/2006		D			45,424	12/07/2006[1]	12/07/2015	Common Stock	45,4

Options (Right to Buy)	$ 19	06/09/2006	D	2,350	12/19/1997[1]	12/19/2006[1]	Common Stock	2,3
Options (Right to Buy)	$ 20.25	06/09/2006	D	10,325	02/06/1998[1]	02/06/2007[1]	Common Stock	10,3
Options (Right to Buy)	$ 18.56	06/09/2006	D	18,200	12/18/1998[1]	12/18/2007[1]	Common Stock	18,2
Options (Right to Buy)	$ 19.72	06/09/2006	D	1,622	04/02/1999[1]	04/02/2008[1]	Common Stock	1,6
Options (Right to Buy)	$ 19.13	06/09/2006	D	17,225	12/17/1999[1]	12/17/2008[1]	Common Stock	17,2
Options (Right to Buy)	$ 19.59	06/09/2006	D	14,760	02/11/2000[1]	02/11/2009[1]	Common Stock	14,7

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).

(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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