

Edgar Filing: NAPIER JAMES V - Form 4

NAPIER JAMES V

Form 4

December 16, 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

12/16/02

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. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock (1)	12/16/02	A	524	A \$23.22
Common Stock (2)	12/16/02	A	68	A \$23.22 40,075

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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Secu- rity	Date	Code	V	Amount	D 	cisa- ble	Date	of Shares	

Explanation of Responses:

(1) Deferred stock units acquired pursuant to Engelhard Corporation Deferred Compensation Plan for Directors to be settled 100% in Engelhard Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.

(2) Deferred stock units acquired pursuant to Engelhard Corporation Deferred Stock Plan for Non-Employee Directors to be settled 100% in Engelhard Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.