DORNBUSCH II ARTHUR A
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

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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 *
DORNBUSCH II ARTHUR 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)
V.P., Secretary,Gen. Counsel

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)	$ 29.95	06/09/2006		D			34,112	12/07/2006(1)	12/07/2015	Common Stock	34,1
Options (Right to Buy)	$ 19	06/09/2006		D			26,000	12/19/1997(1)	12/19/2006(1)	Common Stock	26,0
Options (Right to Buy)	$ 20.25	06/09/2006		D			22,300	02/06/1998(1)	02/06/2007(1)	Common Stock	22,3
Options (Right to Buy)	$ 18.56	06/09/2006		D			60,100	12/18/1998(1)	12/18/2007(1)	Common Stock	60,1
Options (Right to Buy)	$ 17.34	06/09/2006		D			25,466	02/05/1999(1)	02/05/2008(1)	Common Stock	25,4
Options (Right to Buy)	$ 19.72	06/09/2006		D			4,507	04/02/1999(1)	04/02/2008(1)	Common Stock	4,5
Options (Right to Buy)	$ 19.13	06/09/2006		D			62,775	12/17/1999(1)	12/17/2008(1)	Common Stock	62,7
Options (Right to Buy)	$ 19.59	06/09/2006		D			43,576	02/11/2000(1)	02/11/2009(1)	Common Stock	43,5
Options (Right to Buy)	$ 17.81	06/09/2006		D			74,750	12/16/2000(1)	12/16/2009(1)	Common Stock	74,7
Options (Right to Buy)	$ 16.84	06/09/2006		D			53,072	02/03/2001(1)	02/03/2010	Common Stock	53,0
Options (Right to Buy)	$ 22.75	06/09/2006		D			31,796	02/01/2002(1)	02/01/2011(1)	Common Stock	31,7
Options (Right to Buy)	$ 26.9	06/09/2006		D			37,940	12/13/2002(1)	12/13/2011(1)	Common Stock	37,9

Options (Right to Buy)	$ 27.96	06/09/2006	D	27,476	02/13/2003 [(1)](#)	02/13/2012 [(1)](#)	Common Stock	27,4
Options (Right to Buy)	$ 22.8	06/09/2006	D	46,652	12/12/2003 [(1)](#)	12/12/2012 [(1)](#)	Common Stock	46,6
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	34,952	12/11/2004	12/11/2013	Common Stock	34,9
Options (Right to Buy)	$ 28.64	06/09/2006	D	22,508	02/11/2005	02/11/2014	Common Stock	22,5
Options (Right to Buy)	$ 28.95	06/09/2006	D	37,820	12/09/2005 [(1)](#)	12/09/2014	Common Stock	37,8
Options (Right to Buy)	$ 30.09	06/09/2006	D	22,352	02/03/2006 [(1)](#)	02/03/2015	Common Stock	22,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORNBUSCH II ARTHUR A 101 WOOD AVENUE ISELIN, NJ 088300770			V.P., Secretary,Gen. Counsel	

Signatures

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