

HESS JOHN C
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 *
HESS JOHN C

2. Issuer Name and Ticker or Trading Symbol
ENGELHARD CORP [EC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 WOOD AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Human Resources

ISELIN, NJ 088300770

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Amount of Underlying Security (Instr. 3 and 4)
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(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	Amount or Number of Shares
Options (Right to Buy)	\$ 19.13	06/02/2006	D		33,425		12/17/1999 ⁽¹⁾	12/17/2008 ⁽¹⁾	Common Stock	33,425
Options (Right to Buy)	\$ 19	06/09/2006	D		2,900		12/19/1997 ⁽¹⁾	12/19/2006 ⁽¹⁾	Common Stock	2,900
Options (Right to Buy)	\$ 20.25	06/09/2006	D		5,662		02/06/1998 ⁽¹⁾	02/06/2007 ⁽¹⁾	Common Stock	5,662
Options (Right to Buy)	\$ 19.72	06/09/2006	D		2,884		04/02/1999 ⁽¹⁾	04/02/2008 ⁽¹⁾	Common Stock	2,884
Options (Right to Buy)	\$ 19.59	06/09/2006	D		24,632		02/11/2000 ⁽¹⁾	02/11/2009 ⁽¹⁾	Common Stock	24,632
Options (Right to Buy)	\$ 17.81	06/09/2006	D		36,850		12/16/2000 ⁽¹⁾	12/16/2009 ⁽¹⁾	Common Stock	36,850
Options (Right to Buy)	\$ 16.84	06/09/2006	D		30,044		02/03/2001	02/03/2010	Common Stock	30,044
Options (Right to Buy)	\$ 22.75	06/09/2006	D		17,860		02/01/2002 ⁽¹⁾	02/01/2011 ⁽¹⁾	Common Stock	17,860
Options (Right to Buy)	\$ 26.9	06/09/2006	D		22,652		12/13/2002 ⁽¹⁾	12/13/2011 ⁽¹⁾	Common Stock	22,652
Options (Right to Buy)	\$ 27.96	06/09/2006	D		17,724		02/13/2003 ⁽¹⁾	02/13/2012 ⁽¹⁾	Common Stock	17,724
Options (Right to Buy)	\$ 22.8	06/09/2006	D		26,216		12/12/2003 ⁽¹⁾	12/12/2012 ⁽¹⁾	Common Stock	26,216
Options (Right to Buy)	\$ 20.47	06/09/2006	D		23,668		02/06/2004 ⁽¹⁾	02/06/2013 ⁽¹⁾	Common Stock	23,668

