

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

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)
 06/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., Secretary, Gen. Counsel

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

