Edgar Filing: Wolynic Edward T - Form 4/A

| Wolynic Ec Form 4/A December (| | | | | | | | | | |
|---|---|---|--------------------------------------|--|---|--|---|--|---|--|
| FORM | ЛЛ | | EQUI | | | | | NT. | PPROVAL | |
| | UNITED | STATES S | | shington | | | COMMISSIO | N OMB Number: | 3235-0287 January 31, | |
| Check t if no lor subject Section Form 4 | nger STATEN 16. | 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 20(h) of the Investment Company Act of 1940 | | | | | | | | |
| Form 5 obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and Wolynic E | Sy | 2. Issuer Name and Ticker or Trading Symbol ENGELHARD CORP [EC] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (| | 3. Date of Earliest Transaction (Che | | | | ck all applicable) | | | |
| 101 WOOD AVENUE | | | (Month/Day/Year) 12/07/2005 | | | | Director 10% Owner X Officer (give title Other (specify below) below) VP Strat.Tech.&Chief Tech.Off. | | | |
| Filed(M | | | iled(Mor | Amendment, Date Original d(Month/Day/Year) 08/2005 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| ISELIN, N | J 088300770 | | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/ | ate, if | 3. Transactio Code (Instr. 8) | 4. Securit nAcquired Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | | |
| Reminder: Re | port on a separate line | e for each class | s of secu | rities bene | ficially ow | ned directly of | or indirectly. | | | |
| | 1 · · · · · · · · · · · · · · · · · · · | | | in series | Perso | ons who res | spond to the colle | | SEC 1474 (9-02) | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount o |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|-----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | (Month | /Day/Year) (| (Instr. 8) | Acquired (or Disposed (D) (Instr. 3, 4, and 5) | d of | | | | |
|------------------------------|------------------------------------|------------|--------------|------------|---|------|-----------------------|--------------------|-----------------|------------------------------------|
| | | | C | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Options (Right to Buy) | \$ 29.95 | 12/07/2005 | | А | 35,284 | | 12/07/2006 <u>(1)</u> | 12/07/2015 | Common Stock | 35,284 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|--------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Wolynic Edward T 101 WOOD AVENUE ISELIN, NJ 088300770 | | | VP Strat.Tech.&Chief Tech.Off. | | | | | |
| Signatures | | | | | | | | |
| By: M.J. Hassett Attorney in fa | ct for | | 12/09/2005 | | | | | |

E.T.Wolynic

**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).

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 (1) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.