

SPERDUTO MICHAEL A

Form 4

November 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPERDUTO MICHAEL 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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ISELIN, NJ 088300770

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/17/2005		M		9,400	A	\$ 22.375	24,708 D
Common Stock	11/17/2005		M		11,150	A	\$ 23.875	35,858 D
Common Stock	11/17/2005		S		3,000	D	\$ 28.54	32,858 D
Common Stock	11/17/2005		S		3,300	D	\$ 28.58	29,558 D
Common Stock	11/17/2005		S		100	D	\$ 28.59	29,458 D

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Common Stock	11/17/2005	S	8,600	D	\$ 28.6	20,858	D
Common Stock	11/17/2005	S	500	D	\$ 28.61	20,358	D
Common Stock	11/17/2005	S	800	D	\$ 28.62	19,558	D
Common Stock	11/17/2005	S	100	D	\$ 28.63	19,458	D
Common Stock	11/17/2005	S	400	D	\$ 28.64	19,058	D
Common Stock	11/17/2005	S	100	D	\$ 28.63	18,958	D
Common Stock	11/17/2005	S	700	D	\$ 28.66	18,258	D
Common Stock	11/17/2005	S	200	D	\$ 28.64	18,058	D
Common Stock	11/17/2005	S	400	D	\$ 28.64	17,658	D
Common Stock	11/17/2005	S	400	D	\$ 28.64	17,258	D
Common Stock	11/17/2005	S	300	D	\$ 28.66	16,958	D
Common Stock	11/17/2005	S	100	D	\$ 28.66	16,858	D
Common Stock	11/17/2005	S	1,100	D	\$ 28.66	15,758	D
Common Stock	11/17/2005	S	450	D	\$ 28.66	15,308	D
Common Stock						31,391	I

By Fleet
Bank as
Trustee

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

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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 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)	\$ 22.375	11/17/2005	M		9,400 (1)		12/15/1996(1)	12/15/2005(1)	Common Stock	9,400	
Options (Right to Buy)	\$ 23.875	11/17/2005	M		11,150 (1)		02/01/1997(1)	02/01/2006(1)	Common Stock	11,150	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPERDUTO MICHAEL A 101 WOOD AVENUE ISELIN, NJ 088300770			Vice President & CFO	

Signatures

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

11/18/2005

____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 (1) 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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