

DORNBUSCH II ARTHUR A
 Form 4
 January 03, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
 12/16/2005

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

ISELIN, NJ 088300770

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

(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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/16/2005		S		1,600 D \$ 30.15		D
Common Stock	12/16/2005		S		400 D \$ 30.17		D
Common Stock	12/16/2005		S		4,050 D \$ 30.16		D
Common Stock	12/16/2005		S		1,200 D \$ 30.12		D
Common Stock	12/16/2005		S		400 D \$ 30.13		D

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Common Stock	12/16/2005	S	4,000	D	\$ 30.14	74,441	D	
Common Stock	12/16/2005	S	3,600	D	\$ 30.11	70,841	D	
Common Stock	12/16/2005	S	4,600	D	\$ 30.1	66,241	D	
Common Stock	12/16/2005	S	2,900	D	\$ 30.07	63,341	D	
Common Stock	12/16/2005	S	3,500	D	\$ 30.06	59,841	D	
Common Stock						113,125	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

01/03/2006

__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).

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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