DRESNER MARK Form 4

December 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

DRESNER MARK			Symbol ENGELHARD CORP [EC]					Issuer (Check all applicable)				
(Last) 101 WOOD	(First)	(Middle)	3. Date of (Month/E) 12/02/2	•	ransaction			DirectorX Officer (give	10%	Owner Ospecify		
			12/02/2	005				below) V.P. Corpo	below) orate Communic	cations		
		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						
ISELIN, NJ	088300770							Form filed by Person	More than One Re	porting		
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	12/02/2005			S	1,050	D	\$ 29.65	14,936	D			
Common Stock	12/02/2005			S	8,100	D	\$ 29.58	6,836	D			
Common Stock								11,392	I	By Fleet Bank as Trustee		
Common Stock								9,000	I	By Spouse		

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

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SEC 1474 (9-02)

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.	6. Date Exerc	cisable and	/. Tit.	le and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transact		orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities			(Instr	. 3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
						Date	Expiration		Or			
							Exercisable Date	Date	ritie	Number		
					C-J- V	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

DRESNER MARK

101 WOOD AVENUE V.P. Corporate Communications

ISELIN, NJ 088300770

Signatures

By: M.J.Hassett Attorney in fact for 12/05/2005 M.Dresner

> **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. 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.

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