

DRESNER MARK
Form 4
February 07, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
Dresner, Mark
Engelhard Corporation
101 Wood Avenue
Iselin, NJ 08830
USA
2. Issuer Name and Ticker or Trading Symbol
ENGELHARD CORPORATION
EC
3. IRS or Social Security Number of Reporting Person (Voluntary)
064-38-1953
4. Statement for Month/Year
02/06/03
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)
Vice President - Corporate Communications
7. Individual or Joint/Group Filing (Check Applicable Line)
(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	02/06/03	A(1)	2,185	16,007 (1)
				6,578 (1)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Put or Call
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Derivative Security	Date	Code	V	Amount	Date	Expir- ation	Title and Number of Shares
Options (Right to Buy) (2)	\$20.47	02/06	A(2)	13,084	A	(2)	Common Stock 13,084
		/03					

Explanation of Responses:

(1) Vestings and deferral affect both Direct and Indirect holdings on first page of filing.

(2) Options are 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). All options expire 10 years after the date of grant.

SIGNATURE OF REPORTING PERSON

Mark Dresner