

Edgar Filing: MARTIN PETER B - Form 4

MARTIN PETER B
 Form 4
 December 13, 2002

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
 Martin, Peter B.
 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)
 052-34-7990
4. Statement for Month/Year
 12/12/02
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, Investor Relations
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				15,897
				4,961

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative 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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Security	Date	Code	V	Amount	A/D	Exercisable	Expiration Date	Title and Number of Shares
Options (Right to Buy)	\$22.80	12/12	A(1)	13,284	A	(1)	(1)	Common Stock 13,284
		/02						

Explanation of Responses:

1) Options are exercisable in 25% installments annually commencing the first anniversary date of grant (except in the event of an "acquisition of a control interest" in Engelhard Corporation). All options expire 10 years after the date of grant. Options may expire earlier under certain circumstances. Options permit the satisfaction of tax withholding obligations arising on the exercise thereof by the withholding of shares of stock acquired by such exercise.

SIGNATURE OF REPORTING PERSON

Peter B. Martin