

ENGELHARD CORP  
Form 8-K  
December 08, 2005

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 8, 2005

**ENGELHARD CORPORATION**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>1-8142</u> (Commission File Number)	<u>22-1586002</u> (I.R.S. Employer Identification No.)
<u>101 Wood Avenue, Iselin, New Jersey</u> (Address of principal executive offices)		<u>08830</u> (Zip Code)

Registrant's telephone number, including area code (732) 205-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

**Non-Employee Director Awards**

On December 8, 2005, the Board of Directors of Engelhard Corporation (the "Company"), based on a recommendation of the Compensation Committee, approved the issuance of options to the Company's non-employee Directors. Replacing annual grants under an expiring plan, the Board has provided for an option to purchase 3,000 shares of the Company's common stock to be granted each year, beginning with a grant on December 8, 2005, to each

non-employee Director in accordance with the provisions of the Company's 2002 Long Term Incentive Plan. A copy of the form of stock option agreement applicable to each non-employee Director is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

The following are filed as exhibits to this report:

10.1 Form of Directors Nonqualified Stock Option Agreement

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENGELHARD  
CORPORATION  
(Registrant)

Date: December 8,  
2005

/s/ Michael A.  
Sperduto

Name:

Michael A. Sperduto

Title:

Vice President and

Chief Financial Officer

