

ANTONINI MARION H
 Form 4
 December 16, 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
 Antonini, Marion H.
 79 Ferris Hill Road
 New Canaan, CT 06840
 U.S.A.
2. Issuer Name and Ticker or Trading Symbol
 ENGELHARD CORPORATION
 EC
3. IRS or Social Security Number of Reporting Person (Voluntary)
 288-24-6342
4. Statement for Month/Year
 12/16/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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 (1) | 12/16/02 | A | 1,303 | 23.22 |
| Common Stock (2) | 12/16/02 | A | 88 | 80,003 |
| | | | | 1,000 (3) |

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 | 7. Title and Amount of Underlying Securities | 8. Percentage of Total Securities Owned |
|---------------------------------|---|---------------------|---|--|---|--|---|
| | | | | | | | |

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| Secu- rity | Date | Code | V | Amount | D ble | cisa- Date | of Shares |
|---------------|------|------|---|--------|----------|---------------|-----------|
| | | | | | | | |

Explanation of Responses:

(1) Deferred stock units acquired pursuant to Engelhard corporation Deferred Compensation Plan for Directors to be settled 100% in Engelhard Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.

(2) Deferred stock units acquired pursuant to Engelhard corporation Deferred Compensation Plan for Non-Employee Directors to be settled 100% in Engelhard Corporation comon stock on termination of services as director or change in control of Engelhard Corporation.

(3) Beneficial Ownership of these securities is disclaimed.