

Edgar Filing: NAPIER JAMES V - Form 4

NAPIER JAMES V

Form 4

September 30, 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

Napier, James V.
 Scientific-Atlanta, Inc.
 3475 Piedmont Road, NE
 Suite 1600
 Atlanta, GA 30305
 USA

2. Issuer Name and Ticker or Trading Symbol

ENGELHARD CORPORATION
 EC

3. IRS or Social Security Number of Reporting Person (Voluntary)

509-32-4722

4. Statement for Month/Year

September 30, 2002

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)

Director

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)			5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D	Price	
Common Stock (1)	3/31/02	A	V	272	A	29.49
Common Stock (2)	3/31/02	A	V	51	A	29.79
Common Stock (2)	5/31/02	A	V	503	A	31.80
Common Stock (1)	6/30/02	A	V	172	A	31.04
Common Stock (2)	6/30/02	A	V	54	A	28.98
Common Stock (1)	9/30/02	A	V	264	A	25.40

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Common Stock (2)	19/30/01	A	163	A	25.17	39,483
	2 (2)					

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	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

Explanation of Responses:

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