

VERITAS DGC INC  
Form 4  
January 17, 2007

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GIBBS JAMES R**

(Last) (First) (Middle)

10300 TOWN PARK DRIVE

(Street)

HOUSTON, TX 77072

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**VERITAS DGC INC [VTS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/12/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/12/2007		D <sup>(1)</sup>	1,000 D (A) or (D)	\$ 0 (1) 0	D	
Deferred Share Units	01/12/2007		D <sup>(2)</sup>	2,000 D (A) or (D)	\$ 0 (2) 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 44.25	01/12/2007		D <sup>(3)</sup>		6,250		<sup>(4)</sup>	12/09/2007	Common Stock	6,250
Non-Qualified Stock Option (right to buy)	\$ 12.5625	01/12/2007		D <sup>(3)</sup>		5,000		<sup>(5)</sup>	03/11/2009	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 24.4375	01/12/2007		D <sup>(3)</sup>		5,000		<sup>(6)</sup>	03/07/2010	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 34.4	01/12/2007		D <sup>(3)</sup>		5,000		<sup>(7)</sup>	03/06/2011	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 15.09	01/12/2007		D <sup>(3)</sup>		5,000		<sup>(8)</sup>	03/05/2012	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 7.95	01/12/2007		D <sup>(3)</sup>		5,000	03/03/2003		03/03/2008	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 11.19	01/12/2007		D <sup>(3)</sup>		5,000	01/06/2004		01/06/2009	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBBS JAMES R 10300 TOWN PARK DRIVE HOUSTON, TX 77072	X			

## Signatures

Larry L. Worden, by power of  
attorney

01/16/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the terms of the Agreement and Plan of Merger dated as of September 4, 2006 (the "Merger Agreement") by and among Compagnie Generale de Geophysique ("CGG"), Volnay Acquisition Co. I, Volnay Acquisition Co. II and Veritas DGC Inc. ("Veritas"), at the effective time of the merger contemplated therein, each outstanding share of Veritas common stock, par value \$.01 per share

- (1) ("Veritas Common Stock"), was converted into the right to receive either a number of CGG ADSs or an amount of cash, subject to possible allocation. The value of the merger consideration to be received with respect to each share of Veritas common stock will be approximately \$85.50 per share for any shares of Veritas common stock exchanged for cash and 2.0097 CGG ADSs for each share of Veritas common stock exchanged for CGG ADSs.

- (2) The reporting person currently holds 2,000 Veritas deferred share units that are fully vested. Each such deferred share unit converts into one share of Veritas common stock upon the earlier of the director's termination as a Veritas director or the occurrence of a change in control of Veritas. Pursuant to the Merger Agreement, the deferred share units will be issued to the reporting person in CGG ADSs based on the same conversion ratio as is used to convert shares of Veritas common stock to CGG ADSs.

- (3) Pursuant to the terms of the Merger Agreement, immediately prior to the effective time of merger, each stock option granted by Veritas to purchase shares of Veritas Common Stock pursuant to the stock option plan that is outstanding and unexercised immediately prior to the effective time of the merger, whether or not vested, will be cancelled and converted into the right to receive, for each share of Veritas Common Stock subject to such stock option immediately prior to such cancellation and conversion, an amount in cash equal to the excess, if any, of \$85.50 over the exercise price per share under such stock option immediately prior to such cancellation and conversion (less any applicable withholding taxes).

- (4) This Option provided for vesting in four equal annual installments beginning 12/9/1998.
- (5) This Option provided for vesting in four equal annual installments beginning 3/11/1999.
- (6) This Option provided for vesting in four equal annual installments beginning 3/7/2000.
- (7) This Option provided for vesting in four equal annual installments beginning 3/6/2001.
- (8) This Option provided for vesting in four equal annual installments beginning 3/5/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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