DEMSHUR DAVID M

Form 4/A May 05, 2006

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * DEMSHUR DAVID M			2. Issuer Name and Ticker or Trading Symbol CORE LABORATORIES N V [CLB]				·b	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 6316 WIND	(First) DFERN	(Middle)	3. Date of (Month/D 05/01/2	ransaction			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President & CEO			
	Filed 05/0			iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
HOUSTON, TX 77040								Person		
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	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 Shares	05/01/2006			M	55,000 (1)	A	\$ 8.375	380,962	D	
Common Shares	05/02/2006			M	20,000	A	\$ 0	387,966 <u>(2)</u>	D	
Common Shares	05/02/2006			M	7,290	D	\$ 63.2	380,676 (2)	D	

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

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

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Shares (2)	\$ 0 (4)	05/05/2006		M	20,000	<u>(4)</u>	<u>(4)</u>	Common Shares	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
DEMSHUR DAVID M 6316 WINDFERN	X		President & CEO				
HOUSTON, TX 77040							

Signatures

Richard L. Bergmark, Attorney-in-fact 05/05/2006

**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).
- (1) The original Form 4 reported the incorrect number of shares received upon exercise of this option.
- (2) These transactions were omitted from the reporting person's original Form 4.
- (3) Each Restricted Share represents a contingent right to acquire one Common Share.

The Restricted Shares vest (i) immediately if market value per share has been equal to or greater than \$28.00 at any time during the period beginning on the twenty-first trading day after the first anniversary of the date of grant and ending on the third anniversary of the date of

(4) grant, (ii) the market value per share has been equal to or greater than \$32.00 at any time during the period beginning on the first trading day after the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant, or (iii) in their entirety on January 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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