GLOBAL INDUSTRIES LTD

Form 4 March 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

10% Owner

OMB APPROVAL

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DORE JAMES J** Issuer Symbol **GLOBAL INDUSTRIES LTD** (Check all applicable) [GLBL] (Last) (First) (Middle) 3. Date of Earliest Transaction Director

X_ Officer (give title Other (specify (Month/Day/Year) below) P O BOX 10840 01/05/2005 President, GDMC

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW IBERIA, LA 705620840

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) V Amount (D) Price Common 01/05/2005 A 813 217,230 D Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DORE JAMES J

P O BOX 10840 President, GDMC

NEW IBERIA, LA 705620840

Signatures

/s/ R. Robicheaux, Power of Attorney 03/18/2005

**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) Employee Stock Purchase Plan

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. On.

The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

The information set forth in the sections of the Offer to Purchase entitled "Summary Term Sheet" and "Introduction," and Sections 9, 10 and 11 "Certain Information Concerning Purchaser and 3M," "Background of the Offer; Contacts with Ceradyne" and "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements" of the Offer to Purchase is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

The information set forth in the sections of the Offer to Purchase entitled "Summary Term Sheet" and "Introduction," and Sections 6, 7 and 11 "Price Range of Shares; Dividends," "Possible Effects of the Offer on the Market for the Shares; NASDAQ Listing; Exchange Act Registration and Margin Regulations" and "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements" of the Offer to Purchase is incorporated herein by reference.

Reporting Owners 2

Item 7. Source and Amount of Funds or Other Consideration.

The information set forth in Section 12 "Source and Amount of Funds" of the Offer to Purchase is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

The information set forth in Sections 9 and 11 "Certain Information Concerning Purchaser and 3M" and "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements" of the Offer to Purchase is incorporated herein by reference.

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

The information set forth in the section of the Offer to Purchase entitled "Introduction" and Sections 10, 11 and 16 "Background of the Offer; Contacts with Ceradyne," "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements" and "Fees and Expenses" of the Offer to Purchase is incorporated herein by reference.

Item 10. Financial Statements.

Not applicable.

Item 11. Additional Information.

- (a)(1) The information set forth in Sections 9, 10 and 11 "Certain Information Concerning Purchaser and 3M," "Background of Offer; Contacts with Ceradyne" and "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements" of the Offer to Purchase is incorporated herein by reference.
- (a)(2), (3) The information set forth in Sections 11, 13 and 15 "Purpose of the Offer and Plans for Ceradyne; Merger Agreement and Other Agreements," "Conditions of the Offer" and "Certain Legal Matters" of the Offer to Purchase is incorporated herein by reference.
- (a)(4) The information set forth in Sections 7, 12 and 15 "Possible Effects of the Offer on the Market for the Shares; NASDAQ Listing; Exchange Act Registration and Margin Regulations," "Source and Amount of Funds" and "Certain Legal Matters" of the Offer to Purchase is incorporated herein by reference.
 - (a)(5) The information set forth in Section 15 "Certain Legal Matters" of the Offer to Purchase is incorporated herein by reference.
 - (c) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 12. Exhibits.

(a)(1)(A)	Offer to Purchase, dated October 15, 2012
(a)(1)(B)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute
	Form W-9)
(a)(1)(C)	Form of Notice of Guaranteed Delivery
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(5)(A)	Joint Press Release issued by 3M Company and Ceradyne, Inc. on October 1, 2012 (1)
(a)(5)(B)	Form of summary advertisement, published October 15, 2012 in <i>The Wall Street Journal</i>
(a)(5)(C)	Press Release issued by 3M Company on October 15, 2012
(b)	Not applicable
(d)(1)	Agreement and Plan of Merger, dated as of September 30, 2012, by and among Purchaser, 3M Company and Ceradyne, Inc. (2)
(d)(2)	Voting and Tender Agreement, dated as of September 30, 2012, by and among Purchaser, 3M Company and certain stockholders
	of Ceradyne, Inc. (3)
(d)(3)	Confidentiality Agreement, dated as of June 20, 2012, by and between 3M Company and Ceradyne, Inc.
(g)	Not applicable
(h)	Not applicable
-	

- (1) Incorporated by reference to Exhibit 99.1 to the Form 8-K filed by 3M Company on October 1, 2012
- (2) Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Ceradyne, Inc. on October 2, 2012
- (3) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Ceradyne, Inc. on October 2, 2012

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 15, 2012 3M COMPANY

By: /s/ GREGG M. LARSON

Name: Gregg M. Larson

Title: Deputy General Counsel and Secretary

CYBORG ACQUISITION CORPORATION

By: /s/ WILLIAM R. MYERS

Name: William R. Myers
Title: President and Director

EXHIBIT INDEX

(a)(1)(A)	Offer to Purchase, dated October 15, 2012
(a)(1)(B)	Form of Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9)
(a)(1)(C)	Form of Notice of Guaranteed Delivery
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
(a)(5)(A)	Joint Press Release issued by 3M Company and Ceradyne, Inc. on October 1, 2012 (1)
(a)(5)(B)	Form of summary advertisement, published October 15, 2012 in The Wall Street Journal
(a)(5)(C)	Press Release issued by 3M Company on October 15, 2012
(b)	Not applicable
(d)(1)	Agreement and Plan of Merger, dated as of September 30, 2012, by and among Purchaser, 3M Company and Ceradyne, Inc. (2)
(d)(2)	Voting and Tender Agreement, dated as of September 30, 2012, by and among Purchaser, 3M Company and certain stockholders of Ceradyne, Inc. (3)
(d)(3)	Confidentiality Agreement, dated as of June 20, 2012, by and between 3M Company and Ceradyne, Inc.
(g)	Not applicable
(h)	Not applicable
(1) In	corporated by reference to Exhibit 99.1 to the Form 8-K filed by 3M Company on October 1, 2012
(2)	

Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Ceradyne, Inc. on October 2, 2012

Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Ceradyne, Inc. on October 2, 2012

(3)

QuickLinks

Item 1. Summary Term Sheet.

Item 2. Subject Company Information.

Item 3. Identity and Background of Filing Person.

Item 4. Terms of the Transaction.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Item 6. Purposes of the Transaction and Plans or Proposals.

Item 7. Source and Amount of Funds or Other Consideration.

Item 8. Interest in Securities of the Subject Company.

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

Item 10. Financial Statements.

Item 11. Additional Information.

Item 12. Exhibits.

Item 13. Information Required by Schedule 13E-3.

EXHIBIT INDEX