

VERITAS DGC INC
Form 4
January 17, 2007

FORM 4

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

OMB APPROVAL

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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

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/12/2007 | | D ⁽¹⁾ | 1,000 D \$ 0 (1) | 0 | D | |
| Deferred Share Units | 01/12/2007 | | D ⁽²⁾ | 2,000 D \$ 0 (2) | 0 | D | |

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

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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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 44.25 | 01/12/2007 | | D ⁽³⁾ | 6,250 | <u>(4)</u> | 12/09/2007 | Common Stock | 6,250 |
| Non-Qualified Stock Option (right to buy) | \$ 12.5625 | 01/12/2007 | | D ⁽³⁾ | 5,000 | <u>(5)</u> | 03/11/2009 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.4375 | 01/12/2007 | | D ⁽³⁾ | 5,000 | <u>(6)</u> | 03/07/2010 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 34.4 | 01/12/2007 | | D ⁽³⁾ | 5,000 | <u>(7)</u> | 03/06/2011 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 15.09 | 01/12/2007 | | D ⁽³⁾ | 5,000 | <u>(8)</u> | 03/05/2012 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.95 | 01/12/2007 | | D ⁽³⁾ | 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 ⁽³⁾ | 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. 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.