

VERITAS DGC INC
Form 4
January 17, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
WORDEN LARRY L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10300 TOWN PARK DRIVE

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen. Counsel & Secretary

HOUSTON, TX 77072

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price \$			
Common Stock	01/12/2007		D ⁽¹⁾⁽²⁾	7,627 D <u>(1)</u> <u>(2)</u>	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.95	01/12/2007		D ⁽³⁾	3,100	⁽⁴⁾ 03/03/2008	Common Stock	3,100
Non-Qualified Stock Option (right to buy)	\$ 11.19	01/12/2007		D ⁽³⁾	6,200	⁽⁵⁾ 01/06/2009	Common Stock	6,200
Non-Qualified Stock Option (right to buy)	\$ 31.94	01/12/2007		D ⁽³⁾	7,250	⁽⁶⁾ 10/17/2010	Common Stock	7,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WORDEN LARRY L 10300 TOWN PARK DRIVE HOUSTON, TX 77072			VP, Gen. Counsel & Secretary	

Signatures

Larry L. Worden 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
- ("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.
 - The merger consideration that the reporting person will receive with respect to 3,278 of the shares shown above will remain subject to further restrictions following the closing of the merger and will vest on July 31, 2008.

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- 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).
- (3) This Option provided for vesting in four equal annual installments beginning 3/3/2003.
 - (4) This Option provided for vesting in four equal annual installments beginning 1/6/2004.
 - (5) This Option provided for vesting in three annual installments: 2416 on 10/17/2006, 2417 on 10/17/2007 and 2417 on 10/17/2008.

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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