

PILENKO THIERRY

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PILENKO THIERRY**

(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)

Chairman and CEO

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>	18,846 D	\$ 0 (1) 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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

## Edgar Filing: PILENKO THIERRY - Form 4

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)	8. Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.88	01/12/2007		D <sup>(2)</sup>	120,000	<sup>(3)</sup>	03/01/2009	Common Stock 12
Non-Qualified Stock Option (right to buy)	\$ 31.94	01/12/2007		D <sup>(2)</sup>	37,500	<sup>(4)</sup>	10/17/2010	Common Stock 37

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PILENKO THIERRY 10300 TOWN PARK DRIVE HOUSTON, TX 77072	X Chairman and CEO

## 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) 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 three equal annual installments beginning 3/1/2005.

(4) This Option provided for vesting in three equal annual installments beginning 10/17/2006.

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

## Edgar Filing: PILENKO THIERRY - Form 4

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.