

SCHLUMBERGER LTD /NV/
Form 8-K
June 29, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): June 28, 2005

SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)

(Exact name of registrant as specified in its charter)

Netherlands Antilles
(State or other jurisdiction of incorporation)

1-4601
(Commission File Number)

52-0684746
(IRS Employer Identification No.)

153 East 53rd Street, 57th Floor New York, New York 10022-4624

42, rue Saint-Dominique, Paris, France 75007

Parkstraat 83, The Hague, The Netherlands 2514 JG

(Addresses of principal executive offices and zip or postal codes)

Registrant's telephone number in the United States, including area code: (212) 350-9400

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On June 28, 2005, Schlumberger N.V. (Schlumberger Limited), a Netherlands Antilles corporation (Schlumberger), entered into a Purchase Agreement (the Purchase Agreement) with Lehman Brothers Inc., Kellyanna Limited Company and the selling stockholders named therein (the Selling Stockholders) relating to the purchase by Lehman Brothers Inc. of an aggregate 1,496,247 shares (the Shares) of Schlumberger 's common stock, par value \$0.01 per share, from the Selling Stockholders. A registration statement on Form S-3 (Registration No. 333-124541) has been declared effective by the Securities and Exchange Commission with respect to the resale of the Shares. A copy of the Purchase Agreement has been included as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

- 1.1 Purchase Agreement, dated June 28, 2005, among Schlumberger N.V. (Schlumberger Limited), Lehman Brothers Inc., Kellyanna Limited Company and the selling stockholders named therein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCHLUMBERGER N.V.

(SCHLUMBERGER LIMITED)

By: /s/ FRANK A. SORGIE
Frank A. Sorgie
 Chief Accounting Officer

Date: June 29, 2005

der: solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1"> Stock Option \$ 8.403/18/2010 D 70,00003/18/201001/04/2019 Common Stock 70,000 ⁽¹⁾ 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn Thomas J C/O QUADRAMED CORPORATION 12110 SUNSET HILLS ROAD, SUITE 600 RESTON, VA 20190			SVP, Sales & Marketing	

Signatures

/s/ Kelly G. Howard as attorney in fact for Thomas J. Dunn 03/22/2010

__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).
 Options canceled pursuant to a merger in exchange for cash consideration equal to the difference between \$8.50 and the exercise price of the option multiplied by the number of options canceled, in accordance with the terms of the Agreement and Plan of Merger, dated (1) December 7, 2009, by and among QuadraMed Corporation, Bavaria Holdings Inc., and Bavaria Merger Sub, Inc., as filed with the SEC as Exhibit 2.1 to QuadraMed Corporation's Current Report on Form 8-K on December 11, 2009. This transaction is exempt under Rule 16b-3(e).

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.