

DENSON JOHN D
Form 4
February 02, 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 *
DENSON JOHN D

2. Issuer Name and Ticker or Trading Symbol
CORE LABORATORIES N V
[CLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6316 WINDFERN
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2007

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

HOUSTON, TX 77040

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 Shares	01/31/2007		M		10,000	A	\$ 0
Common Shares	01/31/2007		F		2,708	D	\$ 82.4
Common Shares					16,469	I	401(k) Plan

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

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number.

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

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)	8. Amount or Number of Shares
Performance Shares ⁽¹⁾	\$ 0	01/31/2007		M	5,000	<u>(2)</u> <u>(2)</u>	Common Shares	5,000
Performance Shares ⁽¹⁾	\$ 0	01/31/2007		M	5,000	<u>(3)</u> <u>(3)</u>	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENSON JOHN D 6316 WINDFERN HOUSTON, TX 77040			VP, Counsel & Secretary	

Signatures

/s/ John D. Denson, as
Attorney-in-Fact

02/02/2007

__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).

(1) Each Performance Share represents a contingent right to acquire one Common Share.

Each Performance Share represents the right to receive one share of our Common Shares in the future based on the performance of our Common Shares. None of these awards will vest unless our Common Shares perform better than the common stock of 50% of the companies comprising the Oil Service Sector Index (OSX) during the three-year period that began on the date of grant. If our Common Shares perform better than 75% of the companies comprising this index during such period, then all of the performance restricted shares will vest. If our common shares perform better than between 50% and 75% of the companies comprising the index, then an interpolated percentage of between 20% and 100% of the performance restricted shares will vest at the end of the three-year period. The executive will not receive dividends on or be entitled to vote the underlying Common Shares unless and until they have been issued at the end of the vesting period.

(3)

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Each Performance Share represents the right to receive one share of our Common Stock subject to a performance goal that is based on a calculated return on equity versus a pre-determined target return on equity of 20%. The return on equity is calculated by dividing earnings before interest and income tax from continuing operations over the performance period by ending shareholders' equity over the performance period ("ROE"). If our ROE for the performance period equals 20%, then 50% of the shares will be issued, and if our ROE for the performance period equals or exceeds 24%, then 100% of the shares will be issued. If our ROE for the performance period is greater than 20% but less than 24%, then the number of shares to be issued would be interpolated based on the terms of the agreement.

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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