

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 *
CARROLL LOREN K

(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. 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)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Num of S
			Code	V (A) (D)				
Non-Qualified Stock Option (right to buy)	\$ 7.11	01/12/2007	D ⁽¹⁾	10,000	⁽²⁾	03/28/2008	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.19	01/12/2007	D ⁽¹⁾	5,000	01/06/2004	01/06/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 31.94	01/12/2007	D ⁽¹⁾	6,000	10/17/2005	10/17/2010	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL LOREN K 10300 TOWN PARK DRIVE HOUSTON, TX 77072		X		

Signatures

Larry L. Worden, by power of attorney
Date: 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"),

- (1) 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).
- (2) This Option provided for vesting in four equal annual installments beginning 3/28/2003.

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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