

SCHLUMBERGER LTD /NV/
Form 8-K
December 04, 2006

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): November 29, 2006

SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)

(Exact name of registrant as specified in its charter)

Netherlands Antilles
(State or other jurisdiction

1-4601
(Commission File Number)

52-0684746
(IRS Employer

of incorporation)

5599 San Felipe, 17th Floor, Houston, Texas 77056

Identification No.)

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: (713) 513-2000

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:

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- “ 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 November 29, 2006, Schlumberger N.V. (Schlumberger Limited), a Netherlands Antilles corporation (Schlumberger), entered into a Purchase Agreement (the Purchase Agreement) with J.P. Morgan Securities Inc., Kellyanna Company Limited and the selling stockholders named therein (the Selling Stockholders) relating to the purchase by J.P. Morgan Securities Inc. of an aggregate of 4,182,074 shares (the Shares) of Schlumberger s common stock, par value \$0.01 per share, from the Selling Stockholders. Schlumberger did not buy or sell any of the Shares in the offering.

A registration statement on Form S-3ASR (Registration No. 333-134300) with respect to the resale of the Shares has been declared effective by the Securities and Exchange Commission. 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.

(d) Exhibits

- 1.1 Purchase Agreement, dated November 29, 2006, among Schlumberger N.V. (Schlumberger Limited), J.P. Morgan Securities Inc., Kellyanna Company Limited 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/ Howard Guild
Howard Guild
Chief Accounting Officer

Date: December 4, 2006