DEMSHUR DAVID M

Form 4

February 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Common

Shares

01/31/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * DEMSHUR DAVID M			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) 6316 WIND		(3. Date of (Month/Date 01/31/20	•	'ransaction			_X_ Director _X_ Officer (give below)		Owner er (specify	
HOUSTON,		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securiti r(A) or Dis (Instr. 3, 4)	posed	of (D)	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 Shares	01/31/2007			M	40,000	A	\$0	420,676	D		
C							Φ.				

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

F

13,411 D

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SEC 1474

(9-02)

407,265

D

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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 orDerivative 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)	
				Code V	(A) (D))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares (1)	\$ 0	01/31/2007		M	20,0	00	(2)	(2)	Common Shares	20,000
Performance Shares (1)	\$ 0	01/31/2007		M	20,0	00	<u>(3)</u>	(3)	Common Shares	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DEMSHUR DAVID M							
6316 WINDFERN	X		President & CEO				
HOUSTON, TX 77040							

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 is the companies of t

- 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.
- 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.

Reporting Owners 2

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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.