

CORE LABORATORIES N V
Form 4/A
May 08, 2006

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)
05/01/2006

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

HOUSTON, TX 77040
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/03/2006

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)
			Code	V	Amount or Price		
Common Shares	05/01/2006		M		16,000 A \$ 8.375	95,353 ⁽¹⁾	D
Common Shares	05/01/2006		M		188 A \$ 18.38	95,541 ⁽¹⁾	D
Common Shares	05/01/2006		M		23,892 A \$ 19.375	119,433 ⁽¹⁾	D
Common Shares	05/01/2006		F		14,983 D \$ 63	104,450 ⁽¹⁾	D
Common Shares	05/03/2006		S		1,000 D \$ 63.12	103,450 ⁽¹⁾	D

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Common Shares	05/03/2006	S	1,000	D	\$ 63.15	102,450 <u>(1)</u>	D
Common Shares	05/03/2006	S	1,200	D	\$ 63.2	101,250 <u>(1)</u>	D
Common Shares	05/03/2006	S	100	D	\$ 63.22	101,150 <u>(1)</u>	D
Common Shares	05/03/2006	S	400	D	\$ 63.24	100,750 <u>(1)</u>	D
Common Shares	05/03/2006	S	600	D	\$ 63.26	100,150 <u>(1)</u>	D
Common Shares	05/03/2006	S	200	D	\$ 63.27	99,950 <u>(1)</u>	D
Common Shares	05/03/2006	S	397	D	\$ 63.3	99,553 <u>(1)</u>	D
Common Shares	05/03/2006	S	800	D	\$ 63.33	98,753 <u>(1)</u>	D
Common Shares	05/03/2006	S	900	D	\$ 63.34	97,853 <u>(1)</u>	D
Common Shares	05/03/2006	S	300	D	\$ 63.35	97,553 <u>(1)</u>	D
Common Shares	05/03/2006	S	200	D	\$ 63.38	97,353 <u>(1)</u>	D
Common Shares	05/03/2006	S	100	D	\$ 63.44	97,253 <u>(1)</u>	D
Common Shares	05/03/2006	S	200	D	\$ 63.45	97,053 <u>(1)</u>	D
Common Shares	05/03/2006	S	100	D	\$ 63.5	96,953 <u>(1)</u>	D
Common Shares	05/03/2006	S	600	D	\$ 63.51	96,353 <u>(1)</u>	D
Common Shares	05/03/2006	S	500	D	\$ 63.52	95,853 <u>(1)</u>	D
Common Shares	05/03/2006	S	100	D	\$ 63.57	95,753 <u>(1)</u>	D
Common Shares	05/03/2006	S	400	D	\$ 63.59	95,353 <u>(1)</u>	D
Common Shares	05/02/2006	M	5,000	A	\$ 0 <u>(2)</u>	100,353 <u>(2)</u>	D
Common Shares	05/02/2006	F	1,823	D	\$ 63.2	98,530 <u>(2)</u>	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Shares ⁽²⁾ ₍₃₎	\$ 0 ⁽⁴⁾	05/02/2006		M	5,000	⁽⁴⁾ ⁽⁴⁾	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

05/03/2006

**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) The original Form 4 reported the incorrect number of shares held by the reporting person.
- (2) These transactions were omitted from the reporting person's original Form 4.
- (3) Each Restricted Share represents a contingent right to acquire one Common Share.
- (4) The Restricted Shares vest (i) immediately if market value per share has been equal to or greater than \$28.00 at any time during the period beginning on the twenty-first trading day after the first anniversary of the date of grant and ending on the third anniversary of the date of

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grant, (ii) the market value per share has been equal to or greater than \$32.00 at any time during the period beginning on the first trading day after the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant, or (iii) in their entirety on January 1, 2012.

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.