DAVIS MONTY L Form 4 January 19, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 ADAVIS MO	Address of Repo ONTY L	rting Person *	Symbol	e and Ticker or Trading ORATORIES N V	5. Relationship of Issuer (Chec	,		
(Last) 6316 WINI	(First)	(Middle)	3. Date of Earli (Month/Day/Ye 01/17/2006		DirectorX Officer (give below) Chief (
(Street)			4. If Amendme	nt, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON	N, TX 77040		Filed(Month/Day	r/Year)	Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State)	(Zip)	Table I - N	Jon-Derivative Securities Ac	equired, Disposed of	f, or Benefic	cially Owned	
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6.	7. Nature	

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	01/17/2006		Code V M	Amount 20,000	(D)	Price \$ 0	(Instr. 3 and 4) 55,231	D	
Common Shares	01/17/2006		F	7,411	D	\$ 42.98	47,820	D	
Common Shares							7,610	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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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	01/17/2006		M	20,000	(2)	(2)	Common Shares	20,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVIS MONTY L 6316 WINDFERN HOUSTON, TX 77040

Chief Operating Officer

Signatures

/s/ John D. Denson,

Attorney-in-fact 01/19/2006

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

Represents a grant of performance shares which represent the right to receive 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 as well as or better than the 50th percentile of the return earned by the common stock of the companies comprising the Philadelphia Oil Service Sector Index ("OSX") for the applicable

performance period. If our common shares perform as well as or better than the 50th percentile but below the 75th percentile of the companies comprising OSX, then the number of rights eligible to vest would be interpolated between 20% and 100% of the shares granted. If our common shares perform as well as or better than the 75th percentile of the companies comprising the OSX, then 100% of the rights would be eligible to vest. The executive will not receive dividends on or be entitled to vote the underlying Common Shares unless and until they have issued at the end of the vesting period.

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.

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