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SCHLUMBERGER LTD /NY/
Form S-8 POS
June 29, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 29, 2001

Registration No. 333-81713

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

POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCHLUMBERGER N.V.
(SCHLUMBERGER LIMITED)
(Exact name of registrant as specified in its charter)

NETHERLANDS ANTILLES (State or other jurisdiction of incorporation or organization)	52-0684746 (I.R.S. Employer Identification No.)
153 EAST 53RD STREET, 57TH FLOOR NEW YORK, NEW YORK	10022-4624
42, RUE SAINT-DOMINIQUE PARIS, FRANCE	75007
PARKSTRAAT 83, THE HAGUE THE NETHERLANDS (Addresses of Principal Executive Offices)	2514 JG (Zip Codes)

PRODUCTION OPERATORS THRIFT PLAN
(Full title of the plan)

James L. Gunderson, Esq.
GENERAL COUNSEL AND SECRETARY
SCHLUMBERGER LIMITED
153 EAST 53RD STREET, 57TH FLOOR
NEW YORK, NEW YORK 10022-4624
(Name and Address of agent for service)

(212) 350-9400
(Telephone number, including area code, of agent for service)

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DEREGISTRATION OF UNSOLD SECURITIES

Pursuant to Registration Statement No. 333-81713 on Form S-8 (the "Registration Statement"), Schlumberger N.V., a Netherlands Antilles corporation ("Schlumberger"), registered 600,000 shares of its common stock, par value \$.01 per share ("Schlumberger Common Stock"), to be offered under the Production Operators Thrift Plan.

In accordance with an undertaking made by Schlumberger in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, Schlumberger hereby deregisters all shares of Schlumberger Common Stock registered under the Registration Statement which remains unsold as of the date hereof and all participation interests in the Production Operators Thrift Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 29, 2001.

SCHLUMBERGER N.V.
(Schlumberger Limited)

By: /s/ Jack Liu

Jack Liu
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on June 29, 2001 in the capacities indicated.

*

D. Euan Baird
Director, Chairman, President
and Chief Executive Officer

*

William T. McCormick, Jr.
Director

*

Victor E. Grijalva
Director, Vice Chairman

*

Didier Primat
Director

/s/ Jack Liu

Jack Liu
Executive Vice President and

*

Nicolas Seydoux
Director

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Chief Financial Officer

/s/ Jean-Marc Perraud

*

Jean-Marc Perraud
Controller and
Chief Accounting Officer

Linda G. Stuntz
Director

*

*

John Deutch
Director

Sven Ullring
Director

*

*

Yoshihiko Wakumoto
Director

Andre Levy-Lang
Director

*

John C. Mayo
Director

Don E. Ackerman
Director

*By: /s/ Ellen S. Summer

Ellen S. Summer
Attorney-in-Fact, pursuant to
Power of Attorney dated July 16, 1998
(filed as Exhibit 24 to Registration Statement
on Form S-8 (Registration No. 333-62545))

Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 29, 2001.

PRODUCTION OPERATORS THRIFT PLAN

By: /s/ Jack Kluepfel

Name: Jack Kluepfel

Title: Director of Employee Services
