#### ZACHARY JOHN L

Form 4

November 17, 2004

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction

1(b).

Common

Common

Common

Stock

Stock

Stock

11/17/2004

11/17/2004

11/17/2004

(Print or Type Responses)

may continue.

	Name and Address of Reporting Person ** CACHARY JOHN L			d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			NEERING NATION	G [AL INC [OII]				
(Last)	(First) (I		of Earliest T Day/Year)	ransaction	DirectorX Officer (giv	re title Othe	Owner er (specify	
11911 FM 539		11/17/2	2004		below) below) Controller			
	(Street)	4. If Am	endment, Da	ate Original	6. Individual or J	oint/Group Filin	g(Check	
		Filed(Mo	onth/Day/Yea	r)	Applicable Line) _X_ Form filed by	One Reporting Pe	rson	
HOUSTON	, TX 77041				Form filed by l	More than One Re	porting	
(City)	(State)	(Zip) Tak	ole I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Execution Date, if		on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	
				(A)	Reported			
				or	Transaction(s)			

Code V Amount

3,000

2,600

400

M

S

S

(D)

A

D

D

Price

24.99

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

(Instr. 3 and 4)

D

D

D

21,450

18,850

18,450 (1)

### Edgar Filing: ZACHARY JOHN L - Form 4

#### 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. Transactio Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
					Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
	Employee Stock Option (Right-to-Buy)	\$ 24.99	11/17/2004		M	3,000	(2)	09/12/2007	Common Stock	3,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZACHARY JOHN L 11911 FM 539 HOUSTON, TX 77041

Controller

## **Signatures**

George R. Haubenreich, Jr., Attorney-in-Fact for John L. Zachary

11/17/2004

\*\*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) Also owns 1,869 shares of Common Stock equivalent in 401(k) plan (Indirect)
- (2) The options vested on March 13, 2003 (1,250), September 13, 2003 (1,250) and 2004 (500)

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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