

CORE LABORATORIES N V

Form 4

December 22, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Charles Brigham

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)
11426 STONEY FALLS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2001

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CHIEF ACCOUNTING OFFICER

HOUSTON, TX 77095

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-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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
COMMON SHARES	01/01/2004		A		2,800	A	\$ 0	8,000	D
COMMON SHARES	11/11/2004		S		5,000	D	\$ 24.21	3,000	D
COMMON SHARES	11/24/2004		M		10,000	A	\$ 10.26	13,000	D
COMMON SHARES	11/24/2004		M		1,676	A	\$ 19.375	14,676	D
COMMON SHARES	11/24/2004		S		11,676	D	\$ 24.21	3,000	D

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

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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 A Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 16.1	04/03/2001		A		10,000		<u>(1)</u>	04/03/2011	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 10.26	09/26/2001		A		6,872		<u>(2)</u>	09/26/2011	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 10.26	09/26/2001		A		3,128		<u>(2)</u>	09/26/2011	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 10.26	09/26/2001		A		10,000		<u>(3)</u>	09/26/2011	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 8.84	03/13/2003		A		10,000		<u>(4)</u>	03/13/2013	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 19.375	11/24/2004		M		1,676		02/23/2004	02/23/2010	COMMON STOCK
Employee Stock Option (Right to Buy)	\$ 10.26	11/24/2004		M		10,000		09/26/2003	09/26/2011	COMMON STOCK
	<u>(6)</u>	01/01/2002		A		5,000		12/31/2004	12/31/2004	

Performance Shares <u>(5)</u>							COMMON STOCK
Performance Shares <u>(5)</u>	<u>(6)</u>	01/01/2003	A	5,000	12/31/2005	12/31/2005	COMMON STOCK
Performance Shares <u>(5)</u>	<u>(6)</u>	01/01/2004	A	5,000	12/31/2006	12/31/2006	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Charles Brigham 11426 STONEY FALLS DRIVE HOUSTON, TX 77095			CHIEF ACCOUNTING OFFICER	

Signatures

/s/ CHARLES BRIGHAM
MILLER
12/22/2004

__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) The option vests in four equal annual installments beginning on April 3, 2002.
- (2) The option vests in four equal annual installments beginning on September 26, 2002.
- (3) The option vests in two equal annual installments beginning on September 26, 2002.
- (4) The option vests in four equal annual installments beginning on March 13, 2004.

- Represents a grant of performance restricted shares which represent the right to receive our Common Stock in the future based on the performance of our Common Stock. None of these awards will vest unless our Common Stock performs 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 Stock performs 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 Stock unless and until they have been issued at the end of the vesting period.
- (6) 1 for 1

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.