

VERITAS DGC INC
Form 4
January 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
WELLS TIMOTHY L

(Last) (First) (Middle)
10300 TOWN PARK DRIVE
(Street)

HOUSTON, TX 77072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERITAS DGC INC [VTS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/12/2007		F		529	D	\$ 83.33
Common Stock	01/12/2007		D ⁽¹⁾⁽²⁾		15,255	D	\$ 0 ⁽¹⁾ <u>(2)</u> 0

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

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(9-02)

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- Pursuant to the terms of the Merger Agreement, immediately prior to the effective time of merger, each stock option granted by Veritas to purchase shares of Veritas Common Stock pursuant to the stock option plan that is outstanding and unexercised immediately prior to the effective time of the merger, whether or not vested, will be cancelled and converted into the right to receive, for each share of Veritas Common Stock subject to such stock option immediately prior to such cancellation and conversion, an amount in cash equal to the excess, if any, of \$85.50 over the exercise price per share under such stock option immediately prior to such cancellation and conversion (less any applicable withholding taxes).
- (3)
 - (4) This Option provided for vesting in four equal annual installments beginning 3/3/2003.
 - (5) This Option provided for vesting in four equal annual installments beginning 1/6/2004.
 - (6) This Option provided for vesting in three annual installments: 6,666 on 10/17/2006, 6,667 on 10/17/2007 and 6,667 on 10/17/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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