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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

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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.

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

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Victor E. Grijalva  
Director, Vice Chairman

/s/ Jack Liu  
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Jack Liu  
Executive Vice President and

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William T. McCormick, Jr.  
Director

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Didier Primat  
Director

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Nicolas Seydoux  
Director

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Chief Financial Officer

/s/ Jean-Marc Perraud

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Jean-Marc Perraud  
Controller and  
Chief Accounting Officer

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Linda G. Stuntz  
Director

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John Deutch  
Director

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Sven Ullring  
Director

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Yoshihiko Wakumoto  
Director

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Andre Levy-Lang  
Director

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John C. Mayo  
Director

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Don E. Ackerman  
Director

\*By: /s/ Ellen S. Summer

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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

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Name: Jack Kluepfel

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Title: Director of Employee Services  
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