

GENERAL GEOPHYSICS CO

Form F-6EF

September 18, 2006

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As filed with the Securities and Exchange Commission on September 18, 2006

Registration No. 333-

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

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**FORM F-6**  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

**COMPAGNIE GÉNÉRALE DE GÉOPHYSIQUE**

(Exact name of issuer of deposited securities as specified in its charter)

**GENERAL GEOPHYSICS COMPANY**

(Translation of issuer's name into English)

**THE REPUBLIC OF FRANCE**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York**  
**ADR Division**

**One Wall Street, 29th Floor**

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**  
**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Ordinary Shares of Compagnie Générale de Géophysique</b>	<b>30,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>\$1,500,000</b>	<b>\$160.50</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement incorporated by reference as Exhibit 1 to this Registration Statement, which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	Location in Form of Receipt Incorporated herein by reference as <u>Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Paragraphs (15) and (16)
(iii) The collection and distribution of dividends	Paragraphs (12), (14) and (15)
(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs (11), (15) and (16)
(v) The sale or exercise of rights	Paragraph (13)

- (vi) The deposit or sale of securities resulting from dividends, Paragraphs (12) and (17) splits or plans of reorganization
- (vii) Amendment, extension or termination of the deposit Paragraphs (20) and (21) agreement
- (viii) Rights of holders of Receipts to inspect the transfer books Paragraph (11) of the depository and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the Paragraphs (2), (3), (4), (6) and (8) underlying securities
- (x) Limitation upon the liability of the depository Paragraphs (13) and (18)

3. Fees and Charges Paragraph (7)  
Item - 2.

Available Information

Public reports furnished by issuer Paragraph (11)

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.\*

Form of Deposit Agreement dated as of May 6, 1997, among Compagnie Générale de Géophysique, The Bank of New York as Depository, and each Owner and Beneficial Owner from time to time of American Depositary Receipts issued thereunder.

b.\*

Form of letter dated May 6, 1997, from the Depositary to the Company, relating to the Pre-release of American Depositary Receipts.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Filed herewith as Exhibit 5.

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Incorporated by reference to the Registration Statement on Form F-6 (Registration No. 333-06804) filed by the Depositary with the Commission on April 16, 1997.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the Company of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

The Depositary hereby undertakes to notify each registered holder of an ADR at least thirty days before any change in the fee schedule.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met 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 September 18, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Ordinary Shares of Compagnie Générale de Géophysique.

By:

The Bank of New York,  
As Depositary

By: /s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Compagnie Générale de Géophysique has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Paris, France on September 18, 2006.

Compagnie Générale de Géophysique

By: /s/ Robert Brunck

Name: Robert Brunck

Title: Chairman of the Board and

Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Robert Brunck, Thierry Le Roux, Michel Ponthus, Gérard Chambovet, Christophe Pettenati-Auzière and Stephane-Paul Frydman, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and

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authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on September 18, 2006.

/s/ Robert Brunck

Name: Robert Brunck  
Chairman of the Board and Chief Executive Officer

(Principal executive officer)

\_\_\_\_\_  
Name: Yves Lesage  
Director

/s/ Thierry Le Roux

Name: Thierry Le Roux  
Group President and Chief Financial Officer

(Principal financial and accounting officer)

/s/ Christian Marbach

Name: Christian Marbach  
Director

/s/ Olivier Appert

Name: Olivier Appert  
Director

/s/ John MacWilliams

Name: John MacWilliams  
Director

/s/ Remi Dorval

Name: Remi Dorval  
Director

/s/ Robert Semmens

Name: Robert Semmens  
Director

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Name: Jean Dunand  
Director

/s/ Daniel Valot

Name: Daniel Valot  
Director

/s/ Gerard Fries

Name: Gerard Fries  
Director

/s/ Jonathan Miller

Name: Jonathan Miller  
Authorized United States Representative

INDEX TO EXHIBITS

Exhibit  
Number

Exhibit

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|---|--|
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depository, as to legality of the securities to be registered. |
| 5 | Certification under Rule 466.  |