

GENERAL GEOPHYSICS CO  
Form F-6  
October 16, 2006

**As filed with the Securities and Exchange Commission on October 16, 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

**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)

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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, 29<sup>th</sup> 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<br/>Securities to be registered</b> | <b>Amount to be<br/>registered</b> | <b>Proposed maximum<br/>aggregate price per<br/>unit <sup>(1)</sup></b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price <sup>(1)</sup></b> | <b>Amount of<br/>registration<br/>fee</b> |
|---|------------------------------------|---|---|---|
|---|------------------------------------|---|---|---|

|                                   |                   |        |             |          |
|-----------------------------------|-------------------|--------|-------------|----------|
| American Depositary Shares        | 100,000,000       |        |             |          |
| representing ordinary shares of   |                   |        |             |          |
| Compagnie Générale de Géophysique | American          | \$5.00 | \$5,000,000 | \$535.00 |
|                                   | Depositary Shares |        |             |          |

(1)

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

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-137399).**

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amended and Restated Deposit Agreement filed 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>   | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|--|---|
| 1.   | Introductory Article  |
| Name and address of depository   |   |
| 2.   | Face of Receipt, top center   |
| Title of American Depositary Receipts and identity of deposited securities   |   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts                           | Face of Receipt, upper right corner                                 |
| (ii) The procedure for voting, if any, the deposited securities  | Articles number 15 and 16   |
| (iii) The collection and distribution of dividends   | Articles number 12, 14 and 15                                       |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15 and 16                                       |
| (v) The sale or exercise of rights   | Article number 13   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Articles number 12 and 17   |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6 and 8                                 |
| (x) Limitation upon the liability of the depository  | Articles number 14, 18, 21 and 23                                   |
| 3. Fees and Charges  | Article number 7  |

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a-1.

Form of Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2006 among Compagnie Générale de Géophysique, The Bank of New York as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. Filed herewith as Exhibit 1-1.

a-2.

Deposit Agreement dated as of May 6, 1997 among Compagnie Générale de Géophysique, The Bank of New York, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. Filed herewith as Exhibit 1-2.

b.

Letter from the Depositary to the Company relating to pre-release of American Depositary Receipts. Filed herewith

as Exhibit 2.

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. Not Applicable.

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 depositary shares, any reports and communications received from the issuer 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)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of depositary shares thirty days before any change in the fee schedule.

SIGNATURES

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 October 16, 2006.

Legal entity created by the agreement for the issuance of depositary shares representing 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 Massy, France, on October 16, 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 or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her 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 authority to do and perform, in his or her name and on his or her 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 or she 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 below by the following persons in the capacities indicated on October 16, 2006.

/s/ Robert Brunck

Chairman of the Board and Chief Executive Officer

Robert Brunck

(principal executive officer)

/s/ Thierry Le Roux

Group President and Chief Financial Officer

Thierry Le Roux

(principal financial and accounting officer)

/s/ Olivier Appert



Director

Olivier Appert

/s/ Remi Dorval

Director

Remi Dorval

/s/ Jean Dunand

Director

Jean Dunand

/s/ Yves Lesage

Director

Yves Lesage

/s/ Christian Marbach

Director

Christian Marbach

/s/ John MacWilliams

Director

John MacWilliams

/s/ Robert Semmons

Director

Robert Semmons

/s/ Daniel Valot

Director

Daniel Valot

/s/ Gerard Fries

Director

Gerard Fries

/s/ Jonathan Miller

Authorized Representative in the United States

Jonathan Miller

INDEX TO EXHIBITS

| <u>Exhibit</u> | <u>Exhibit</u>  |
|----------------|---|
| <u>Number</u>  |   |
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| 1-2            | Deposit Agreement dated as of May 6, 1997 among Compagnie Générale de Géophysique, The Bank of New York, as Depositary, and all Owners and Holders from time to time of American Depositary Receipts issued thereunder.<br>Filed herewith as Exhibit A-2. |
| 2              | Letter from the Depositary to the Company relating to pre-release of American Depositary Receipts. Filed herewith as Exhibit 2.   |
| 4              | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities to be registered.  |