

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SCHLUMBERGER N.V.  
 (SCHLUMBERGER LIMITED)  
 (Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| NETHERLANDS ANTILLES<br>(STATE OR OTHER JURISDICTION OF INCORPORATION<br>OR ORGANIZATION) | 1389<br>(PRIMARY STANDARD INDUSTRIAL<br>CLASSIFICATION CODE NUMBER) | 52-0684746<br>(I.R.S. EMPLOYER IDENTIFICATION NUMBER)                         |
| 42 RUE SAINT-DOMINIQUE<br>PARIS, FRANCE 75007<br>(33-1) 4062-1000                         | 277 PARK AVENUE<br>NEW YORK, NEW YORK, USA 10172<br>(212) 350-9400  | PARKSTRAAT 83<br>THE HAGUE,<br>THE NETHERLANDS<br>2514 JG<br>(31-70) 310-5447 |

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
 INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

DAVID S. BROWNING, ESQ.  
 GENERAL COUNSEL AND SECRETARY  
 SCHLUMBERGER LIMITED  
 277 PARK AVENUE  
 NEW YORK, NEW YORK 10172-2066  
 (NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE  
 NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPY TO:  
 MOULTON A. GOODRUM, JR.  
 BAKER & BOTTS, L.L.P.  
 3000 ONE SHELL PLAZA  
 HOUSTON, TEXAS 77002-4995  
 (713) 229-1234

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after all conditions to the merger (the "Merger") of Camco International Inc. ("Camco") with a subsidiary of Registrant pursuant to that certain Agreement and Plan of Merger dated as of June 18, 1998 (the "Merger Agreement") have been satisfied.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Reg. No. 333-59961

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.

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 CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF<br>SECURITIES TO BE REGISTERED | AMOUNT<br>TO BE<br>REGISTERED (1) | PROPOSED MAXIMUM<br>OFFERING PRICE<br>PER SHARE | PROPOSED MAXIMUM<br>AGGREGATE OFFERING<br>PRICE(2) | AMOUNT OF<br>REGISTRATION FEE |
|---|-----------------------------------|---|--|-------------------------------|
| Common Stock, par value \$.01 per share               | 500,000                           | N/A   | \$28,875,000                                       | \$8,519                       |

- (1) Supplements the 45,000,000 shares of common stock of the Registrant previously registered on Form S-4 (Reg. No. 333-59961) such that the total amount registered is no less than the number of shares of common stock of the Registrant to be issued in the Merger to holders of common stock of Camco determined in accordance with the terms of the Merger Agreement (1.18 shares of common stock of the Registrant for each outstanding share of common stock of Camco) and based on the number of shares of common stock of Camco outstanding on August 27, 1998.
- (2) Reflects the market price of the Common Stock of Camco to be exchanged for Common Stock of the Registrant in connection with the Merger described in this Registration Statement computed in accordance with Rule 457(c) and Rule 457(f)(1) under the Securities Act of 1933, as amended, based upon the

average of the high and low prices of the Common Stock of Camco as reported by the New York Stock Exchange, Inc. on August 27, 1998 (\$57.75). The proposed maximum aggregate offering price is estimated solely to determine the registration fee.

This Registration Statement on Form S-4 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and amends the Registrant's earlier Registration Statement on Form S-4 (Reg. No. 333-59961) filed with the Securities and Exchange Commission on July 27, 1998, which is incorporated by reference herein by this reference.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits.

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----  |
|----------------------------|---|
| 2.1*                       | -- Agreement and Plan of Merger dated as of June 18, 1998 among Schlumberger Technology Corporation and Camco International Inc. (incorporated by reference to Exhibit 2.1 to Schlumberger's Form 8-K dated June 18, 1998, File 001-04601). |
| 3.1*                       | -- Deed of Incorporation of Schlumberger, as amended (incorporated by reference to Exhibit 3(i) to Schlumberger's Form 10-Q for the quarter ended December 31, 1993, File 001-04601).   |
| 3.2*                       | -- By-laws of Schlumberger, as amended (incorporated by reference to Exhibit 3 to Schlumberger's Form 10-K for the year ended December 31, 1993, File 001-04601).   |
| 5.1                        | -- Opinion of David S. Browning, regarding legality of securities.  |
| 8.1*                       | -- Opinion of Baker & Botts, L.L.P., regarding certain tax matters (incorporated by reference to Exhibit 8.1 to Schlumberger's Registration Statement on Form S-4, Reg. No. 333-59961).   |
| 8.2*                       | -- Opinion of Fulbright & Jaworski LLP, regarding certain tax matters (incorporated by reference to Exhibit 8.2 to Schlumberger's Registration Statement on Form S-4, Reg. No. 333-59961).  |
| 23.1                       | -- Consent of PricewaterhouseCoopers LLP, with respect to the financial statements of Schlumberger.   |
| 23.2                       | -- Consent of Arthur Andersen LLP, with respect to the financial statements of Camco.   |
| 23.3                       | -- Consent of David S. Browning (including on Exhibit 5.1).   |
| 23.4*                      | -- Consent of Baker & Botts, L.L.P. (included in Exhibit 8.1).  |
| 23.5*                      | -- Consent of Fulbright & Jaworski LLP (included in Exhibit 8.2).   |
| 24.1*                      | -- Powers of Attorney for Schlumberger's directors (incorporated by reference to Exhibit 24.1 to Schlumberger's Registration Statement on Form S-4, Reg. No. 333-59961).  |
| 99.1*                      | -- Proxy card for use at Special Meeting of Camco (incorporated by reference to Exhibit 99.1 to Schlumberger's Registration Statement on Form S-4, Reg. No. 333-59961).   |

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\* Incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 August 28, 1998.

SCHLUMBERGER N.V.  
(Schlumberger Limited)

By: /s/ Arthur Lindenauer

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Arthur Lindenauer  
Executive Vice President--Finance;  
Chief Financial Officer and  
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 28, 1998 in the capacities indicated.

\* /s/ D. Euan Baird

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

\* /s/ William T. McCormick, Jr.

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William T. McCormick, Jr.  
Director

/s/ Arthur Lindenauer

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Arthur Lindenauer  
Executive Vice President - Finance;  
Chief Financial Officer and Chief  
Accounting Officer

\* /s/ Didier Primat

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Didier Primat  
Director

\* /s/ Don E. Ackerman

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Don E. Ackerman  
Director

\* /s/ Nicolas Seydoux

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Nicolas Seydoux  
Director

\* /s/ John Deutch

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John Deutch  
Director

\* /s/ Linda Gillespie Stuntz

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Linda Gillespie Stuntz  
Director

\* /s/ Victor E. Grijalva

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Victor E. Grijalva  
Vice Chairman and Director

\* /s/ Sven Ullring

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Sven Ullring  
Director

\* /s/ Denys Henderson

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Denys Henderson  
Director

\* /s/ Yoshihiko Wakumoto

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Yoshihiko Wakumoto  
Director

\* /s/ Andre Levy-Lang

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Andre Levy-Lang  
Director

\* By /s/ Arthur Lindenauer

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Arthur Lindenauer,  
as Attorney-in-fact

August 28, 1998

Schlumberger Limited  
277 Park Avenue  
New York, New York 10172

Gentlemen:

I am General Counsel of Schlumberger Limited ("Schlumberger"), and, as set forth in the Registration Statement on Form S-4 (the "Registration Statement") filed by Schlumberger under the Securities Act of 1933, as amended, relating to 500,000 shares of Common Stock, par value \$.01 per share, of Schlumberger (the "Shares"), I am passing upon for you certain legal matters in connection with the securities so offered for Schlumberger. As set forth in the Registration Statement, the Shares supplement the 45,000,000 shares of common stock of Schlumberger previously registered by Schlumberger on a Form S-4 Registration Statement (Reg. No. 333-59961) such that the aggregate number of shares registered are no less than the maximum number of shares deliverable upon consummation of the merger of Schlumberger OFS, Inc. ("OFS"), a wholly owned subsidiary of Schlumberger Technology Corporation ("STC"), with and into Camco International Inc. ("Camco") pursuant to a Merger Agreement dated as of June 18, 1998 (the "Merger Agreement") among STC, OFS and Camco. At your request, this opinion of counsel is being furnished for filing as Exhibit 5 to the Registration Statement.

I am a member only of the New York and Texas bars, and I am not admitted to practice in, nor do I hold myself out as an expert on the laws of, the Netherlands Antilles. I have, however, consulted with the law firm of Smeets Thesseling Van Bokhorst Spigt, which is qualified to practice in the Netherlands Antilles and which I consider an expert on the laws of such jurisdiction. Insofar as the opinions expressed below involve conclusions as to matters governed by the laws of the Netherlands Antilles, I am relying on the opinion of such counsel.

In my capacity as General Counsel of Schlumberger, I am familiar with the Deed of Incorporation, as amended, and the By-Laws of Schlumberger and have familiarized myself with the Merger Agreement and have examined all statutes and other records, instruments and documents pertaining to Schlumberger that I have deemed necessary to examine for the purposes of this opinion.

Based upon my examination as aforesaid, I am of the opinion that the Shares have been duly authorized by resolution of the Board of Directors of Schlumberger and, when delivered pursuant to the Merger Agreement, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me under the caption "Legal Matters" in the Proxy Statement/Prospectus contained in the Registration Statement.

Very truly yours,

David S. Browning

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of Schlumberger Limited of our report dated January 21, 1998, appearing on page 44 of the issuer's Annual Report on Form 10-K for the year ended December 31, 1997.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
New York, New York  
August 28, 1998

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated February 10, 1998 included in Camco International Inc.'s Form 10-K for the year ended December 31, 1997, and to all references to our Firm included in this registration.

ARTHUR ANDERSEN LLP

Houston, Texas  
August 28, 1998