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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 22, 2003

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## SCHLUMBERGER N.V. (SCHLUMBERGER LIMITED)

(Exact name of registrant as specified in its charter)

Netherlands Antilles  
(State or other jurisdiction  
of incorporation)

1-4601  
(Commission File Number)

52-0684746  
(IRS 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  
(Address of principal executive offices)

2514 JG  
(Zip or Postal Codes)

Registrant's telephone number in the United States, including area code: (212) 350-9400

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**Item 5. Other Events.**

On September 22, 2003, Schlumberger Limited (the "Company") announced the signing of a binding agreement with Atos Origin ("Atos") for the sale of the majority of SchlumbergerSema businesses. The consideration for the transaction will consist of €400 million in cash and 19.3 million shares of capital stock of Atos, which represent approximately 29% of the common shares outstanding of Atos. The Company intends to reduce its ownership of Atos to 19% through the sale of Atos stock after the closing. The closing of the transaction, which is expected to occur in January 2004, is subject to Atos shareholder approval, customary regulatory approvals, the employee information and consultation process and other conditions.

The Company also announced the following charges to be taken in the third quarter:

- As previously announced, the Company will record the second and final after-tax charge of \$86 million, which includes premium, issuing and tender costs related to extinguishment of European debt.
- In the light of current and expected future business conditions in the seismic sector, the Company has undertaken and completed an impairment review of the WesternGeco multient library. As a result, WesternGeco will record a pre-tax charge of \$398 million. The Company will recognize an after-tax and minority interest charge of \$205 million in the third quarter. Approximately 70% of the charge relates to North American surveys.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated September 22, 2003.

99.2 Question and Answer document on the September 22, 2003 Press Release.

**Item 9. Regulation FD**

The press release and related question and answer document attached hereto as Exhibits 99.1 and 99.2, respectively, are incorporated in this Item 9 by reference.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCHLUMBERGER N.V.  
(SCHLUMBERGER LIMITED)

Date: September 22, 2003

By: /s/ Frank A. Sorgie

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Frank A. Sorgie  
Chief Accounting Officer

**Schlumberger to Sell SchlumbergerSema Businesses**

*Strengthens Focus on Oilfield Services and Exploration & Production Process  
and Information Solutions*

**NEW YORK (PARIS), September 22, 2003** – Schlumberger Limited (NYSE:SLB) announced today the signing of a binding agreement with Atos Origin for the sale of the majority of SchlumbergerSema businesses.

The transaction proceeds would amount to approximately \$1.5 billion consisting of €400 million in cash and a fixed number of 19.3 million of Atos Origin common shares that represent approximately 29% of the common shares outstanding of Atos Origin. Subsequent to closing, Schlumberger expects to reduce its ownership in Atos Origin to 19% following which Schlumberger intends to account for this investment under the cost method. The closing, which is expected in January 2004, is subject to Atos Origin shareholder approval, customary regulatory approvals, the employee information and consultation process, and other conditions. Using the Atos Origin stock price and US dollar Euro exchange rate as of Friday, September 19<sup>th</sup>, Schlumberger expects no impairment charge to earnings for the third quarter as a result of this transaction, though facts and market conditions could alter this conclusion for this quarter and future reporting periods.

Commenting on this transaction, Andrew Gould, Chairman and Chief Executive Officer, said:

“The future for Schlumberger services to the upstream oil and gas industry is exceptionally bright as the world adds new supply capacity to meet demand and replace production from aging hydrocarbon reservoirs. Key amongst the techniques required to enhance hydrocarbon recovery will be the information technologies that enable real-time reservoir description, monitoring and management.

Schlumberger has the fundamental IT knowledge needed and will address these opportunities through the expanded Schlumberger Information Solutions operating unit that is part of Schlumberger Oilfield Services. The activities of this unit include technical consulting, information management and Exploration & Production (E&P) software augmented by E&P business process optimization together with secure worldwide network connectivity from sub-surface to desktop.”

Gould further stated:

“The global IT services industry is going through an important phase of consolidation and the combination of the SchlumbergerSema IT businesses with Atos Origin will create a leading European IT Services company with broad presence and competence across the world.

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Schlumberger will retain a number of specific SchlumbergerSema businesses that include Business Continuity, Infodata – a Swedish database company – and all software products related to the SchlumbergerSema telecommunications activity. These, together with smart cards, point-of-sale terminals, payment systems, eCity terminals and payphones are being considered for divestiture or IPO.”

Schlumberger Limited also announced charges to be taken in the third quarter.

As previously announced, the company will record the second and final after-tax charge of \$86 million, which includes premium, issuing and tender costs related to extinguishment of European debt.

In the light of current and expected future business conditions in the seismic sector, the company has undertaken and completed an impairment review of the WesternGeco multiclient library. As a result, WesternGeco will record a pre-tax charge of \$398 million. Schlumberger will recognize an after-tax and minority interest charge of \$205 million in the third quarter. Approximately 70% of the charge relates to North American surveys.

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Schlumberger will hold a conference call to discuss the above announcement on Monday, September 22, 2003, at 9:00 am New York City time (2:00 pm London time/3:00 pm Paris time). To access the call, which is open to the public, please contact the conference call operator at +1-800-230-1059 (toll-free) for North America, or +1-612-332-0107 from outside North America, approximately 15 minutes prior to the scheduled start time, and ask for the 'Schlumberger Conference Call'. A replay will be available through September 29, 2003 by dialing +1-800-475-6701 in North America, or +1-320-365-3844 outside North America, and providing the access code 699212.

The conference call will also be simultaneously webcast at [www.slb.com/irwebcast](http://www.slb.com/irwebcast) on a listen-only basis. Please log in 15 minutes ahead of time to test your browser and register for the call. A replay of the webcast will also be available through September 29, 2003.

Note:

Supplemental information in the form of a question and answer document on this press release is available at [www.slb.com/ir](http://www.slb.com/ir).

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**About Schlumberger**

Schlumberger is a global oilfield and information services company with major activity in the energy industry. The company employs 78,000 people of more than 140 nationalities working in 100 countries and comprises three primary business segments. Schlumberger Oilfield Services is the world's premier oilfield services company supplying a wide range of technology services and solutions to the international oil and gas industry. WesternGeco, jointly owned with Baker Hughes, is the world's largest and most advanced surface seismic company. SchlumbergerSema is a leading supplier of IT consulting, systems integration, and network and infrastructure services. In 2002, Schlumberger operating revenue was \$13.2 billion. For more information, visit [www.slb.com](http://www.slb.com).

**About Atos Origin**

Atos Origin is an international information technology services provider. Its business is turning client vision into results through the application of consulting, systems integration and managed operations, including outsourcing and on-line services. In August 2002, Atos Origin acquired KPMG Consulting in the UK and The Netherlands, trading as Atos KPMG Consulting. The company generates annual revenues of EUR 3 billion and employs 28,000 staff in 30 countries. The Group's client list includes major companies such as ABN AMRO, Akzo-Nobel, Alstom, BNP Paribas, BP, Euronext, Fiat, ICI, ING, KPN, Lucent, Philips, Renault, Royal Bank of Scotland, Saudi Aramco, Shell, UBS Warburg, Unilever, Vivendi Universal, Vodafone and Wolters Kluwer. For more information, please visit the company's web site at [www.atosorigin.com](http://www.atosorigin.com).

**Supplemental Information**  
**Press Release titled “Schlumberger to sell SchlumbergerSema Businesses”**  
**September 22<sup>nd</sup>, 2003**

**A) SchlumbergerSema Transaction**

**Q1) Please explain the terms of the transaction. Does it include all of SchlumbergerSema? Is there any debt included in the transaction?**

Schlumberger will receive €400 million in cash and 19.3 million shares of stock, which represent approximately 29% of the issued share capital of Atos Origin (Paris Euronext Premier Marché:ATO). The transaction price assumes that this is a cash-free / debt-free deal.

The transaction includes the majority of the businesses of SchlumbergerSema. However Schlumberger will retain Business Continuity operations, Infodata and telecom products, which are being considered as possible candidates for divestiture. Additionally Schlumberger will retain the activity of IT Services for the Oil and Gas industry. In addition to the activities mentioned above, Schlumberger will also retain the operations that provide connectivity with the upstream oil and gas business. These activities are key to the deployment of end-to-end information solutions.

**Q2) Why Atos Origin?**

A consolidation of the IT Services industry is taking place in Europe. Schlumberger carefully considered a number of options and decided that this transaction presented a favorable combination of opportunity and value for our shareholders.

**Q3) What was the revenue level and the net operating income of the SchlumbergerSema businesses sold to Atos Origin?**

Revenue was approximately \$1.3 billion and net operating income was \$6 million for the first 6 months of 2003.

**Q4) Looking at this transaction – you will be taking a 29% stake in one of the largest IT Services companies in Europe – are you really exiting the IT services industry?**

Schlumberger wishes to focus more sharply on its core upstream oilfield services activities. It has not changed its view that information technology deployment will be a critical enabler within those businesses but does not believe that it needs to directly manage those services. Our plan is to lower our ownership to 19% in Atos Origin.

**Q5) Will Schlumberger be represented on the Board of Directors of Atos Origin?**

Yes, and our representation will be commensurate with the Schlumberger shareholding level.

**Q6) Why now? Why not wait to sell SchlumbergerSema when market conditions may be more favorable?**

The over capacity in the IT Services industry, particularly in Europe, is driving a period of consolidation. Schlumberger wishes to take a leadership position in such consolidation and the sale to Atos Origin presents a favorable combination of value and opportunity. Furthermore it allows Schlumberger management to focus on its main franchise.

**Q7) How many employees are involved in the transaction?**  
Approximately 21,500 people will be transferred to Atos Origin.

**B) Schlumberger Focus**

**Q8) How will Schlumberger look post-Sema?**  
Schlumberger will be organized in two continuing business segments, Schlumberger Oilfield Services and WesternGeco – a joint venture with Baker Hughes. Other businesses, which are being considered for divestiture, will be reported in Other segment.

**Q9) What is Schlumberger's focus now?**  
As oil and gas reservoirs deplete, and their performance declines, the need for technology to sustain and grow production will increase. As the leading supplier of technology to the E&P industry, Schlumberger believes that it has excellent prospect for growth, which will vary geographically and in type of activity and technology.

**Q10) You have always stated that you select divestitures based on whether they are core or non-core to your long-term strategy — are you now indicating that IT services is not part of this?**  
The core focus of Schlumberger is on oilfield services. Deployment of information technologies will be critical to the industry in the future and Schlumberger intends to take a leadership role in that deployment for its customers.

**Q11) How does this sale impact the 'realtime reservoir management' vision set out in 1996? Are you still able to provide customers with this?**  
The company possesses the key domain knowledge, both in oil and gas E&P and in information technology to pursue the concept of real-time reservoir management.

**Q12) With the remaining parts of the business is your goal still to be the leader in IT services in the oil and gas industry?**  
Schlumberger maintains its goal to grow its IT solutions business in the E&P industry.

**C) Schlumberger Financials**



- Q13) How much proceeds does Schlumberger expect from the sale of the businesses identified for disposal?**  
The value of the businesses identified for disposal is subject to market conditions. Those businesses had a total combined revenue of approximately \$700 million for the first six months of the year.
- Q14) Will there be further charges related to the debt refinancing?**  
No. It was announced at the end of the second quarter that a further charge will be taken in the third quarter relative to the retirement of the Schlumberger bonds issued in 2001. The long-term advantage of this far outweighs the short-term charge.
- Q15) How will you account for the investment in Atos Origin?**  
In accordance with US GAAP, Schlumberger will use the equity method of accounting until we lower our ownership in Atos Origin to 19% or less and there is no other significant financial interest in Atos Origin. We will then use the cost value method of accounting.
- Q16) What is the cash impact of the charges?**  
There is no direct cash impact resulting from the write-down of multicient library. The \$86 million charge related to the extinguishment of the European debt is all cash.
- Q17) Will this transaction result in a gain or a loss?**  
Based upon the information presently available, the net carrying value of the assets to be sold to Atos are not impaired. Accordingly, there will be no charge recorded in the third quarter. However, the divestiture is subject to certain conditions and the proceeds in US dollars from this transaction will vary depending upon the currency exchange, the Atos Origin stock price on the closing date and to contractual adjustments to net assets and working capital.
- Q18) What is the plan for the Other activities that you separated in December?**  
There has been no change in the company's intention to consider divestiture of those activities identified in December 2002. The company has already sold its NPTest and Verification System businesses, has announced the sale of its North American electricity meter activity subject to Hart-Scott-Rodino antitrust regulations and is in advanced negotiation on eCity parking terminal operation.
- Q19) Do you plan any overhead reduction in Schlumberger subsequent to the divestiture of SchlumbergerSema?**  
In light of the new dimension of the company, Schlumberger will pursue its efforts to accurately match the overhead resources to the overall needs of operating the business.

**D) WesternGeco**

**Q20) What prompted WesternGeco to take an impairment now?**

We consider this action necessary given the sustained unprofitable market conditions that exist and that we expect to prevail in the foreseeable future. The WesternGeco operating loss in the quarter before the charges is estimated to be in the range of \$22 million to \$25 million after tax on a 100% basis. This estimate reflects a significant reduction in multiclient sales partly offset by a lower multiclient amortization charge in the quarter following the multiclient library impairment charge mentioned in the press release.

**Q21) What is the short to medium term outlook for the industry?**

We expect the conventional seismic market to remain under pressure for the foreseeable future. We are encouraged by positive customer reaction to our suite of Q-Reservoir services and expect growth in this segment. We do not expect the multiclient sales market to recover until there is a balance of supply and demand.

**Q22) Will there be any other charges in the third quarter?**

In addition to the multiclient library impairment charge, WesternGeco will also record a charge of \$54 million (100%) after tax to reflect further rationalization of the marine seismic fleet. The Schlumberger share of this charge is \$38 million.

During the quarter, Schlumberger completed the sale of a drilling rig and the gain on sale is approximately \$30 million.

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**Disclaimer**

This question and answer document, the related press release entitled "Schlumberger to Sell SchlumbergerSema Businesses" and our other statements contain forward looking statements, which include any statements that are not historical facts, such as our expectations regarding business outlook; growth prospects in various markets; conditions in the oilfield service business; the satisfaction of the conditions to closing and the completion of the sale, as well as the timing of subsequent dispositions of Atos Origin shares; our ability to complete and benefits to be derived from other divestitures; our ability to achieve growth objectives in IT solutions to upstream E & P business and prospects for recovery in the seismic market. These statements involve risks and uncertainties, including the extent and timing of a rebound in the global economy; changes in spending by customers; future activity levels; issues affecting obtaining shareholder approval and regulatory consents, including whether regulators will condition their consent on the taking of other action; employee information and consultation issues; general economic and business conditions in key regions of the world; and other factors detailed in our second quarter 2003 earnings release, our most recent Forms 10-K and 10-Q and other filings with the Securities and Exchange Commission. If one or more of these risks or uncertainties materialize (or the consequences of such a development changes), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. We disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise.