FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* PRIMAT DIDIER				2. Issuer Name SCHLUMI				5. Relationship of (Check all application)	10% Owner				
(Last) (First) (Middle) 210, ROUTE DE JUSSY				3. Date of Earlie 01/25/2006	st Transa	action	(Month/Day/Y	Officer below)	(give title	Other (specify below)			
(Street) CH 1243 PRESINGE V8 SWITZERLAND				4. If Amendmen	, Date of	Origin	nal Filed (Mon	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)													
			e I - Non-Deriva		1	uire							
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock			01/25/2006		S		9,400	D	\$120.7	125,600	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		300	D	\$120.71	125,300	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		500	D	\$120.86	124,800	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		1,600	D	\$120.87	123,200	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		5,100	D	\$120.89	118,100	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		1,300	D	\$120.9	116,800	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		3,700	D	\$120.92	113,100	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		9,700	D	\$120.93	103,400	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		5,000	D	\$120.94	98,400	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		1,000	D	\$120.95	97,400	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		500	D	\$120.98	96,900	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		100	D	\$120.99	96,800	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		9,300	D	\$121	87,500	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		10,000	D	\$123.95	77,500	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		5,000	D	\$124	72,500	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		5,000	D	\$124.1	67,500	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		15,000	D	\$124.2	52,500	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		2,500	D	\$124.24	50,000	I	Primeight ⁽¹⁾	
Common Stock			01/25/2006		S		50,000	D	\$124.79	0	I	Primeight ⁽¹⁾	
Common Stock										6,805,600	D		
Common Stock										560,000	I	*(2)	
Common Stock										4,798,020	I	Primanagement ⁽³⁾	
Common Stock									3,999,008	I	by Children ⁽⁴⁾		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any	Transaction of Code (Instr. Sec. Acquire) (A) Code of (E	vative irities uired or osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/D			Derivative Security (Instr. 5) B O F R	erivative (ecurities F eneficially [wned (D. D		

		Та	ble II - Deriva (e.g., p					ired, Disp options,			lor i	7				
1. Title of	2. Conversion	3. Transaction	3A. Deemed	C ode Transa	V	(5A)Nu	m (150e) r	Expertis Elalero	isDadotke and	7itītitle	aSollodares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature	
Esectantation	of Elespisas	e 6 Month/Day/Year)	if any	Code (Instr.	Deriv	ative	(Month/Day/\	(ear)	Securi	ties	Security	Securities	Form:	Beneficial	
(Instr. 3)	Price of	ntion organized under	" (Month/Day/Year) r the laws of the Briti	¹ 8) shVirgii	n Islands	Secul	rities le sole s	∎ · shareholder is I	Didier Primat.	Underl	ying S of Primei	(Instr. 5) ght were tran	Beneficially sterred to Primeig	Direct (D)	Ownership	
and from his	minor children	on 12/19/2005 and c	(Month/Day/Year) the laws of the Briti onsist of shares of the	issuer o	deemed	Acqu	irea eneficia	ally owned by I	Ar. Primat and	Securi	tive or children.		Owned Finners	or indirect	(instr. 4)	
			ich the reporting pers							and 4)	., (Reported	,,,		
3. Shares held	l by Primanage	ment Inc., as to whic	h the reporting perso	n is the s	sole shar	of (D)	r ₂ 1	•				1	Transaction(s) (Instr. 4)	•	•	
4. By minor o		•		•		and 5						•	. (IIISU. 4 <i>)</i>	•		
			I				_			, /T	, D. CI	1	1	1		
						l .		By: /s/Janet B.Glassmacher								
			[At At	torney		or: Didier	01/25/200	<u> 16</u>		
								Date	Expiratic <u>Pri</u>	imat	of		1			
				Code	١v	(A)	(D)	Exercisable				ina Person	Date			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

^{*} If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).