

ION GEOPHYSICAL CORP

Form 4

May 14, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEEBLER ROBERT P

(Last) (First) (Middle)

**2105 CITYWEST
BOULEVARD, SUITE 400**

(Street)

HOUSTON, TX 77042-2839

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ION GEOPHYSICAL CORP [IO]

3. Date of Earliest Transaction
(Month/Day/Year)

05/12/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common stock	05/12/2008		M		10,000	A	\$ 8.5	221,472	D
Common Stock	05/12/2008		M		10,000	A	\$ 8.45	231,472	D
Common Stock	05/12/2008		M		20,000	A	\$ 5.25	251,472	D
Common Stock	05/12/2008		M		10,000	A	\$ 4.35	261,472	D
Common stock	05/12/2008		F		1,031	D	\$ 15	260,441	D

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Common Stock	05/12/2008	F	1,900	D	\$ 15.01	258,541	D
Common Stock	05/12/2008	F	5,169	D	\$ 15.02	253,372	D
Common Stock	05/12/2008	F	3,600	D	\$ 15.03	249,772	D
Common Stock	05/12/2008	F	400	D	\$ 15.04	249,372	D
Common Stock	05/12/2008	F	500	D	\$ 15.05	248,872	D
Common Stock	05/12/2008	F	1,100	D	\$ 15.06	247,772	D
Common Stock	05/12/2008	F	1,300	D	\$ 15.07	246,472	D
Common Stock	05/12/2008	F	2,300	D	\$ 15.1	244,172	D
Common Stock	05/12/2008	F	2,600	D	\$ 15.11	241,572	D
Common Stock	05/12/2008	F	1,200	D	\$ 15.12	240,372	D
Common Stock	05/12/2008	F	600	D	\$ 15.13	239,772	D
Common Stock	05/12/2008	F	300	D	\$ 15.14	239,472	D
Common Stock	05/12/2008	F	200	D	\$ 15.15	239,272	D
Common Stock	05/12/2008	F	200	D	\$ 15.17	239,072	D
Common Stock	05/12/2008	F	100	D	\$ 15.18	238,972	D
Common Stock	05/12/2008	F	1,000	D	\$ 15.19	237,972	D
Common Stock	05/12/2008	F	2,625	D	\$ 15.2	235,347	D
Common Stock	05/12/2008	F	1,600	D	\$ 15.21	233,747	D
Common Stock	05/12/2008	F	2,700	D	\$ 15.22	231,047	D
Common Stock	05/12/2008	F	1,300	D	\$ 15.23	229,747	D

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 8.5	05/12/2008		M	10,000	<u>(1)</u>	11/01/2010	Common stock	10,000
Employee Stock Option (Right to buy)	\$ 8.45	05/12/2008		M	10,000	11/01/2002	11/01/2011	Common stock	10,000
Employee Stock Option (Right to buy)	\$ 5.25	05/12/2008		M	20,000	<u>(2)</u>	11/03/2009	Common Stock	20,000
Employee Stock Option (Right to buy)	\$ 4.35	05/12/2008		M	10,000	11/01/2002	11/01/2012	Common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEEBLER ROBERT P 2105 CITYWEST BOULEVARD	X		President & CEO	

SUITE 400
HOUSTON, TX 77042-2839

Signatures

/s/ Debra A. Addington,
attorney-in-fact

05/14/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

- (1) The options vested in equal installments on November 1, 2001 and 2002.
- (2) The options vested in equal installments on November 3, 2000, 2001, and 2002.

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