

ION GEOPHYSICAL CORP

Form 4

August 18, 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 *
SMITH SAM K

(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)

08/14/2008

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 ____X____ Other (specify
below) below)

Former Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	08/14/2008		M		30,000	A	\$ 10	68,949	D	
Common Stock	08/14/2008		M		20,000	A	\$ 7.5625	88,949	D	
Common Stock	08/14/2008		M		10,000	A	\$ 5.25	98,949	D	
Common Stock	08/14/2008		M		10,000	A	\$ 8.5	108,949	D	
Common Stock	08/14/2008		M		10,000	A	\$ 8.45	118,949	D	

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Common Stock	08/14/2008	M	10,000	A	\$ 4.35	128,949	D
Common Stock	08/14/2008	M	10,000	A	\$ 4.11	1,389,491	D
Common Stock	08/14/2008	M	12,500	A	\$ 6.75	151,449	D
Common Stock	08/14/2008	M	12,500	A	\$ 7.76	163,949	D
Common Stock	08/14/2008	S	125,000	D	\$ 16.0153	38,949	D

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

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SEC 1474
(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 Security (Instr. 3 and 4)	8. Amount or Value of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-employee option (right-to-buy)	\$ 10	08/14/2008		M	30,000	<u>(1)</u>	06/01/2009	Common Stock
Non-employee option (right-to-buy)	\$ 7.5625	08/14/2008		M	20,000	05/31/2000	06/28/2009	Common Stock
Non-employee option (right-to-buy)	\$ 5.25	08/14/2008		M	10,000	<u>(2)</u>	11/01/2019	Common Stock
Non-employee option (right-to-buy)	\$ 8.5	08/14/2008		M	10,000	11/01/2001	11/01/2020	Common Stock
Non-employee option (right-to-buy)	\$ 8.45	08/14/2008		M	10,000	11/01/2001	11/01/2021	Common Stock

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Non-employee option (right-to-buy)	\$ 4.35	08/14/2008	M	10,000	11/01/2002	11/01/2022	Common Stock	10
Non-employee option (right-to-buy)	\$ 4.11	08/14/2008	M	10,000	11/01/2003	11/01/2023	Common Stock	10
Non-employee option (right-to-buy)	\$ 6.75	08/14/2008	M	12,500	11/01/2004	11/01/2024	Common Stock	12
Non-employee option (right-to-buy)	\$ 7.76	08/14/2008	M	12,500	11/01/2005	11/01/2025	Common Stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH SAM K 2105 CITYWEST BOULEVARD SUITE 400 HOUSTON, TX 77042-2839				Former Director

Signatures

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

08/18/2008

__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 option vested in three equal annual installments on June 28 of 2000, 2001, and 2002.
- (2) The option vested in equal annual installments on November 1st of 2000 and 2001.

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