

ION GEOPHYSICAL CORP  
Form 4  
August 18, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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

(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  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Former Director

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	08/14/2008		M		30,000	A	\$ 10 68,949
Common Stock	08/14/2008		M		20,000	A	\$ 7.5625 88,949
Common Stock	08/14/2008		M		10,000	A	\$ 5.25 98,949
Common Stock	08/14/2008		M		10,000	A	\$ 8.5 108,949
Common Stock	08/14/2008		M		10,000	A	\$ 8.45 118,949

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

