

MITCHAM INDUSTRIES INC

Form 4

December 30, 2013

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 *
Albers Robert John

2. Issuer Name **and** Ticker or Trading
Symbol
MITCHAM INDUSTRIES INC
[MIND]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2171 LOMA LINDA DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2013

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

PAGOSA SPRINGS, CO 81147

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| MII Common Stock | 12/26/2013 | | M | | 1,000 | A | \$ 7.2 | 9,000 | D |
| MII Common Stock | 12/26/2013 | | S | | 1,000 | D | \$ 17.45 | 8,000 | D |
| MII Common Stock | 12/27/2013 | | M | | 2,000 | A | \$ 7.2 | 10,000 | D |
| MII Common | 12/27/2013 | | S | | 2,000 | D | \$ 17.5 | 8,000 | D |

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Stock

MII

| | | | | | | | |
|--------------|------------|---|-----|---|--------|-------|---|
| Common Stock | 12/30/2013 | M | 191 | A | \$ 7.2 | 8,191 | D |
|--------------|------------|---|-----|---|--------|-------|---|

MII

| | | | | | | | |
|--------------|------------|---|-----|---|------------------|-------|---|
| Common Stock | 12/30/2013 | S | 191 | D | \$ <u>(1)</u> | 8,000 | D |
|--------------|------------|---|-----|---|------------------|-------|---|

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

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 control number.

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Option to Purchase Common Stock | \$ 7.2 | 12/26/2013 | | M | 1,000 | 07/27/2010 07/27/2020 | MII Common Stock | 1,000 |
| Option to Purchase Common Stock | \$ 7.2 | 12/27/2013 | | M | 2,000 | 07/27/2010 07/27/2020 | MII Common Stock | 2,000 |
| Option to Purchase Common Stock | \$ 7.2 | 12/30/2013 | | M | 191 | 07/27/2010 07/27/2020 | MII Common Stock | 191 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Albers Robert John
2171 LOMA LINDA DRIVE X
PAGOSA SPRINGS, CO 81147

Signatures

/s/ Billy F. Mitcham, Jr.,
Attorney-in-Fact

12/30/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.52 to \$17.60, inclusive. The reporting person undertakes to provide to Mitcham Industries, Inc., any security holder of Mitcham Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) of this Form 4.

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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