

ION GEOPHYSICAL CORP

Form 4

May 15, 2015

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 *
LAPEYRE JAMES M JR

(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)

05/13/2015

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)

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	05/13/2015		P		15,000	A	\$ 1.68	447,752	I	Joint account with adult child (J)
Common Stock	05/14/2015		P		45,000	A	\$ <u>1.8033</u> (1)	492,752	I	Joint account with adult child (J)
Common Stock	05/13/2015		P		15,000	A	\$ <u>1.6916</u> (2)	447,752	I	Joint account with adult child (K)

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Common Stock	05/14/2015	P	45,000	A	\$ 1.7927 (3)	492,752	I	Joint account with adult child (K)
Common Stock	05/13/2015	P	15,000	A	\$ 1.7337 (4)	460,533	I	Joint account with adult child (S)
Common Stock	05/14/2015	P	45,000	A	\$ 1.8058 (5)	505,533	I	Joint account with adult child (S)
Common Stock						1,579,113	D	
Common Stock						7,605,345	I	Shares held by Laitram, LLC
Common Stock						10,500	I	Co-Trustee for Children

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LAPEYRE JAMES M JR
2105 CITYWEST BOULEVARD
SUITE 400
HOUSTON, TX 77042-2839

X

Signatures

/s/ Rebecca F. Sacco,
attorney-in-fact

05/15/2015

__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).
 - This transaction was executed in multiple trades at prices ranging from \$1.80 to \$1.81, inclusive. The price set forth above reflects the
(1) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - This transaction was executed in multiple trades at prices ranging from \$1.68 to \$1.71, inclusive. The price set forth above reflects the
(2) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - This transaction was executed in multiple trades at prices ranging from \$1.79 to \$1.80, inclusive. The price set forth above reflects the
(3) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - This transaction was executed in multiple trades at prices ranging from \$1.70 to \$1.75, inclusive. The price set forth above reflects the
(4) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
 - This transaction was executed in multiple trades at prices ranging from \$1.79 to \$1.82, inclusive. The price set forth above reflects the
(5) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Remarks:

The reporting person disclaims beneficial ownership of all securities shown as indirectly owned by him.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.