Edgar Filing: ION GEOPHYSICAL CORP - Form 4

	IYSICAL CORP									
Form 4	2015									
December 03								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-028		
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont	ANGES IN I SECUR on 16(a) of the	BENEFI ITIES e Securit ling Com	CIA ies E	xchang Act of	NERSHIP OF the Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response n	rs per			
<i>See</i> Instru 1(b).	iction	50(ii) of uit	e mvestment	compun	y 110	. 01 17				
(Print or Type F	Responses)									
Williamson Ken Symbol			ssuer Name and ool GEOPHYSI			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		te of Earliest Tra		Ľ	- 1	(Chec	ck all applicable	e)	
2105 CITYV BOULEVA	WEST RD, SUITE 400		1/2015				Director X Officer (give below) EVP&COO, E&	e title Oth below)	6 Owner er (specify SERVICES	
			Amendment, Da (Month/Day/Year)	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
HOUSTON	, TX 77042-2839							More than One Re		
(City)	(State)	(Zip)	Fable I - Non-D	erivative	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	Code	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/01/2015		М	1,368 (1)	D	\$ 0.56	187,277 <u>(2)</u>	D		
Common Stock	12/01/2015		М	1,824 (1)	D	\$ 0.56	185,453	D		

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

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Williamson Ken 2105 CITYWEST BOULEVARD SUITE 400 HOUSTON, TX 77042-2839			EVP&COO, I TECHNO & SERVICES	E&P			
Signatures							

Signatures

Rebecca F. Sacco, 12/03/2015 attorney-in-fact

**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) Payment of tax liability by delivering or withholding shares incident to the vesting of restricted stock.

(2) Includes 500 shares acquired under the ION Employee Stock Purchase Plan.

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.