ION GEOPHYSICAL CORP

Form 4 June 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

06/01/2016

(Print or Type Responses)

1. Name and Address of Reporting Person * SEELY JAMEY S			Issuer Name ar nbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(I4)	(First) (M			SICAL CORP [IO]	(Check all applicable)			
(Last)	(First) (M		oate of Earliest ' onth/Day/Year)	ransaction	Director		Owner	
2105 CITYWEST BLVD., SUITE 400			01/2016		_X_ Officer (give title Other (specify below) below) EVP-Gen Counsel & Corp Sec'y			
(Street)			Amendment, I	Date Original	6. Individual or Joint/Group Filing(Check			
			d(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, TX 77042			Person			ed by More than One Reporting		
(City)	(State)	Zip)	Table I - Non-	Derivative Securities Ac	quired, Disposed	of, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Code	4. Securities Acquired tion(A) or Disposed of (D)) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V

A

Amount

10,000

(1)

(D)

Α

Price

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

57,127

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 8	Director	10% Owner	Officer	Other			
SEELY JAMEY S 2105 CITYWEST BLVD. SUITE 400 HOUSTON, TX 77042			EVP-Gen Counsel & Corp Sec'y				

Signatures

Rebecca F. Sacco, attorney-in-fact 06/02/2016

**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) Restricted Stock grant issued pursuant to the ION Geophysical Corporation Amended and Restated 2013 Long Term Incentive Plan. Shares will vest in three equal annual installments beginning the first anniversary of the transaction date in Column 2.

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.

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