

Hanson R Brian  
Form 4  
June 26, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanson R Brian

(Last) (First) (Middle)

2105 CITYWEST  
BOULEVARD, SUITE 100

(Street)

HOUSTON, TX 77042-2855

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ION GEOPHYSICAL CORP [IO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/22/2018

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)  
President & CEO

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		
New Common Stock	06/22/2018		S <sup>(1)</sup>		41,351 D 22.705	D	Indirect Beneficial Ownership (Instr. 4)
					(2)		
New Common Stock	06/22/2018		S <sup>(1)</sup>		6,409 D 23.492	D	Indirect Beneficial Ownership (Instr. 4)
					(3)		
New Common Stock	06/22/2018		M <sup>(1)</sup>		50,000 A \$ 3.1	D	Indirect Beneficial Ownership (Instr. 4)
New Common	06/22/2018		S <sup>(1)</sup>		50,000 D \$ 23.534	D	Indirect Beneficial Ownership (Instr. 4)

Stock (4)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.1	06/22/2018		M <sup>(1)</sup>	50,000	<sup>(5)</sup> 03/01/2026	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanson R Brian 2105 CITYWEST BOULEVARD SUITE 100 HOUSTON, TX 77042-2855	X		President & CEO	

## Signatures

Rebecca F. Sacco,  
attorney-in-fact 06/26/2018

        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 transactions reported on this Form 4 were effected pursuant to an existing Rule 10b5-1 trading plan initiated in 2017.
- (2) This transaction was executed in multiple trades at prices ranging from \$22.50 to \$23.25, inclusive. The price set forth above reflects the weighted-average price per share. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a

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security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

- (3) This transaction was executed in multiple trades at prices ranging from \$23.40 to \$23.525, inclusive. The price set forth above reflects the 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.

- (4) This transaction was executed in multiple trades at prices ranging from \$22.50 to \$22.70, inclusive. The price set forth above reflects the 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.

- (5) The option vests in four equal installments on March 1, 2017, 2018, 2019 and 2020.

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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