
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): March 1, 2005

DAWSON GEOPHYSICAL COMPANY

(Exact name of Registrant as specified in its charter)

TEXAS
(State of incorporation
or organization)

2-71058
(Commission file number)

75-0970548
(I.R.S. employer identification number)

508 West Wall, Suite 800
Midland, Texas 79701
(Address of principal executive offices)

(432) 684-3000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On March 1, 2005, the Registrant issued a press release announcing the pricing of its public offering of up to 2,034,500 shares of common stock at \$24.50 per share. The Registrant hereby incorporates by reference into this Item 7.01 the information set forth in such press release, a copy of which is furnished as an exhibit to this Current Report. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein are deemed to be furnished and shall not be deemed to be "filed" under the Securities Act of 1934.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

In accordance with General instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be "furnished" and not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

| <u>EXHIBIT NUMBER</u> | <u>DESCRIPTION</u> |
|---------------------------|--------------------------------------|
| 99.1 | — Press release dated March 1, 2005. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DAWSON GEOPHYSICAL COMPANY

Date: March 2, 2005

By: /s/ CHRISTINA W. HAGAN

Christina W. Hagan
Chief Financial Officer

INDEX TO EXHIBITS

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|---------------------------|--------------------------------------|
| 99.1 | — Press release dated March 1, 2005. |

Dawson Geophysical Company Announces Pricing of Public Offering of 1,800,000 Shares

MIDLAND, Texas Mar. 1, 2005/PRNewswire/- Dawson Geophysical Company (NASDAQ "DWSN") today announced that it priced its public offering of 1,800,000 shares of common stock at \$24.50 per share, raising \$41.1 million in net proceeds to the Company. The shares are expected to be delivered on March 4, 2005. Dawson Geophysical Company has also granted the underwriters a 30-day option to purchase up to an additional 234,500 shares of common stock to cover over-allotments, if any.

Dawson Geophysical Company expects to use the net proceeds of this offering to repay borrowings under the revolving line of credit loan agreement used to complete the funding of its 2004 seismic data acquisition crew expansion, to complete funding of its January 2005 seismic data acquisition crew expansion, to field an additional data acquisition crew in the second calendar quarter of 2005, to increase the capacity of existing crews and for general corporate purposes. L. Decker Dawson, Chairman and Chief Executive Officer of the Company, said "We welcome our new Dawson shareholders. We are excited about our future growth opportunities and maintaining our position as the leading provider of U.S. onshore seismic services."

Raymond James & Associates, Inc. is acting as the lead manager and sole book-runner, with A.G. Edwards & Sons, Inc. acting as a co-manager.

A Registration statement relating to this public offering was filed with the Securities and Exchange Commission and has been declared effective. At pricing, the Company increased the size of the offering by 309,500 shares, including 9,500 shares as part of the underwriters' over-allotment option, by filing a registration statement which became effective immediately under Rule 462(b) of the Securities Act of 1933.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of, the shares referred to in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

A copy of the final prospectus related to the offering may be obtained from Raymond James & Associates, Inc., 880 Carillon Parkway, St. Petersburg, Florida 33716.

About Dawson Geophysical Company

Dawson Geophysical Company is the leading provider of onshore seismic data acquisition services in the United States as measured by the number of active data acquisition crews. Founded in 1952, Dawson acquires and processes 2-D, 3-D, and multi-component seismic data for its clients, ranging from major oil and gas companies to independent oil and gas operators as well as providers of multi-client data libraries.

Forward-Looking Statements. Statements about Dawson Geophysical Company's outlook and all other statements in this release other than historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements and all references to financial estimates rely on a number of assumptions concerning future events and are subject to a number of uncertainties and other factors, many of which are outside its control, and which could cause actual results to differ materially from such statements. These factors include, but are not limited to, dependence upon energy industry spending, the volatility of oil and gas prices, weather interruptions, ability to obtain land access rights of way and the availability of capital resources. A discussion of these factors, including risks and uncertainties, is set forth in the Company's annual and quarterly reports filed from time

to time with the Securities and Exchange Commission. Dawson Geophysical Company disclaims any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future event, or otherwise.