

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FLYNN EDWARD L</u>			2. Issuer Name and Ticker or Trading Symbol <u>DAWSON GEOPHYSICAL CO [ DWSN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2015</u>					
<u>7511 MYRTLE AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	<u>NY</u>	<u>11385</u>						
(City)	(State)	(Zip)						

**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								441,297 <sup>(3)(5)</sup>	D	
Common Stock								100,977 <sup>(1)(3)</sup>	I	By spouse
Common Stock								10,129 <sup>(2)(3)</sup>	I	By Flynn Meyer PSP&T #1

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Nonqualified Stock Option	\$17.198 <sup>(3)</sup>							(4)	11/20/2016	Common Stock	6,187 <sup>(3)</sup>	6,187 <sup>(3)</sup>	D	
Nonqualified Stock Option	\$16.7861 <sup>(3)</sup>							(4)	08/06/2017	Common Stock	6,562 <sup>(3)</sup>	6,562 <sup>(3)</sup>	D	
Nonqualified Stock Option	\$21.54 <sup>(3)</sup>							(4)	12/18/2018	Common Stock	6,599 <sup>(3)</sup>	6,599 <sup>(3)</sup>	D	
Nonqualified Stock Option	\$11.79 <sup>(3)</sup>							(4)	07/30/2019	Common Stock	12,500 <sup>(3)</sup>	12,500 <sup>(3)</sup>	D	

**Explanation of Responses:**

- Reporting Person disclaims beneficial ownership of shares owned by spouse.
- Reporting Person disclaims beneficial ownership of the shares owned by Flynn Meyer PSP&T #1 except to the extent of reporting persons pecuniary interest. Reporting person is the plan administrator for Flynn Meyer PSP&T #1
- Adjusted to reflect the 1-for-3 reverse stock split that became effective on February 11, 2015.
- Options are all vested and exercisable.
- The reporting person resigned from the board of directors of the issuer effective February 11, 2015. As a result, the reporting person is no longer subject to Section 16 in connection with transactions in the equity securities of the issuer and therefore will no longer report any such transactions on Form 4 or Form 5.

/s/ Julia A. Gardner, Attorney-in-Fact for Edward L. Flynn 02/12/2015

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.