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OMB APPROVAL  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person\*

Flynn Edward L.  
-----  
(Last) (First) (Middle)  
-----  
75-11 Myrtle Avenue  
-----  
(Street)  
-----  
Glendale NY 11385  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TGC Industries, Inc. ("TGCI")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

###-##-####

4. Statement for Month/Year

January 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned  
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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3 4 and 5)
		----- Code V	----- Amount (A) Price or (D)

-----  
Common Stock                    01-15-03                    P                                    10,000    A                    \$0.09  
-----

Common Stock  
=====

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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882,702                    D  
-----  
20,316                    I                                    By Wife (1)  
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\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Over)

FORM 4 (continued)

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

1. Table of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date  (Month/ Date/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Deriv- ative Secur- ities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
		----- Code V	----- (A) (D)	

Warrants 2/ \$0.30

Warrants 2/ \$0.20

Non-Statutory  
Stock Options \$1.00

6. Date Exer- cisable and Expiration Date  (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Sec- urities Benefi- cially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exer- cisable	Expir- ation Date	Title	Amount or Number of Shares		
3/ -	7/31/09	Common Stock	200,000	200,000	D
3/ -	9/10/ 2012	Common Stock	300,000	300,000	D
4/ -	12/10 2005	Common Stock	10,000	10,000	D

Explanation of Responses:

1/ Reporting Person disclaims beneficial ownership of these securities owned  
- by his wife.

2/ Warrants issued pursuant to a debt financing transaction between Reporting  
\_ Person and Company;

3/ Currently exercisable;  
\_

4/ Non-Statutory Stock Options were granted on 12/11/00; are exercisable one-  
\_ third at 12/11/01; two-thirds at 12/11/02; 100% at 12/11/03.

/s/ Edward L. Flynn

01/15/03

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\*\*Signature of Reporting Person

-----  
Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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