| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| | | | or Section 30(h) of the Investment Company Act of 1940 | | | | |
|---|---------|----------|--|-------------------|--|-----------------------|--|
| 1. Name and Addre | 1 0 | son* | 2. Issuer Name and Ticker or Trading Symbol DAWSON GEOPHYSICAL CO [DWSN] | 5. Rela (Check | on(s) to Issuer | | |
| <u>THOMPSON TIM C</u> | | | | X | Director | 10% Owner | |
| (Last) (First) (Middle) 5115 BRIGHTON PL | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2010 | | Officer (give title below) | Other (specify below) | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filing (Check Applicable | | |
| (Street) MIDLAND | TX | 79705 | | X | Form filed by One Repor Form filed by More than | 0 | |
| (City) | (State) | (Zip) | | | 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) | | Code (Instr. | | 4. Securities Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|--|--|--------------|---|------------------------------------|---------------|-------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Dawson Geophysical Company-Common Stock \$0.33 1/3 par value | 12/01/2010 | | A | | 1,254 | A | \$ <mark>0</mark> | 8,882 | D | |

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. Transa Code (8) | | of Expiration Date Derivative (Month/Day/Year) Securities Acquired | | | 7. Title Amour Securi Under Deriva | nt of ties ying tive | 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) | |
|---|---|--|---|------------------------------|---|---|-----|---------------------|--|-------------------------------|--|--|--|--|--|
| | Security | | | | | (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | Security (Instr. 3 and 4) | | | | | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

Tim C. Thompson

<u>12/02/2010</u>

** 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.