

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>GARDNER HERBERT M</u>  (Last) (First) (Middle) <u>4 DARLEY ROAD</u>  (Street) <u>GREAT NECK NY 11021</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TGC INDUSTRIES INC [ TGCI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/24/2004</u>	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

**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	02/23/2004		J		8,652 <sup>(1)</sup>	A	(2)	370,458	D		
Common Stock								35,261	I	By Spouse	

**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	Title	Amount or Number of Shares				
Non-Statutory Stock Option	\$1							12/11/2001 <sup>(3)</sup>	12/11/2005	Common Stock	10,000		10,000	D	
Warrants	\$0.3							07/31/1999	07/31/2009	Common Stock	200,000		200,000	D	
Warrants (Series A)	\$0.2							09/10/2002	09/10/2012	Common Stock	300,000		300,000	D	
Warrants (Series A2)	\$0.2							06/12/2003	06/12/2013	Common Stock	150,000		150,000	D	
8-1/2% Senior Convertible Preferred Stock	(4)	02/23/2004		P		188,500		(5)	(2)	Common Stock	188,500	\$0.53	188,500	D	
8-1/2% Senior Convertible Preferred Stock	(4)	02/23/2004		P		47,000		(5)	(2)	Common Stock	47,000	\$0.53	47,000	I	By Spouse

**Explanation of Responses:**

- Shares received by Barrett Gardner Associates, Inc., of which Reporting Person is a fifty percent shareholder, as consideration for financial advisory services.
- Not Applicable
- Stock Options are exercisable as follows: one-third exercisable at 12/11/2001; two-thirds exercisable at 12/11/2002; and all exercisable at 12/11/2003.
- The shares of the 8-1/2% Senior Convertible Preferred Stock are convertible into Common Stock on a one-for-one basis.
- Immediately convertible.

HERBERT M. GARDNER 02/25/2004  
 \*\* 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.

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