

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>HURTT WILLIAM C JR</u>  (Last) (First) (Middle) <u>917 LADY BUG LANE</u>  (Street) <u>VERO BEACH FL 32963</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>10/05/2004</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	10/05/2004		P		613	A	\$2.3	384,490 <sup>(6)(1)</sup>	D	
Common Stock	10/11/2004		P		1,010	A	\$2.25	385,500 <sup>(6)(1)</sup>	D	
Common Stock								10,800 <sup>(7)</sup>	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				
Warrants (Series A)	\$0.2							09/10/2002	09/10/2012	Common Stock	371,000 <sup>(2)</sup>		371,000 <sup>(2)</sup>	D	
Warrants (Series A2)	\$0.2							06/12/2003	06/12/2013	Common Stock	162,329 <sup>(3)</sup>		162,329 <sup>(3)</sup>	D	
8-1/2% Senior Convertible Preferred Stock	(4)							(5)	(8)	Common Stock	375,000		375,000	I	By Trust <sup>(9)</sup>

**Explanation of Responses:**

- Includes 15,700 shares of common stock held in Reporting Person's IRA.
- Includes 71,000 additional shares of common stock issuable upon exercise, resulting from application of the warrants' anti-dilution provisions as a result of the PIK dividends paid on the Company's 8-1/2% Senior Preferred Stock.
- Includes 12,329 additional shares of common stock issuable upon exercise, resulting from application of the warrants' anti-dilution provisions as a result of the PIK dividends paid on the Company's 8-1/2% Senior Preferred Stock.
- The shares of the 8-1/2% Senior Convertible Preferred Stock are convertible into Common Stock on a one-for-one basis.
- Immediately convertible.
- Adjusted to reflect the correct number of shares owned as reported on Form 5 filed with the SEC on February 8, 2005.
- Reporting person disclaims beneficial ownership of shares owned by spouse.
- Not applicable.
- The 8-1/2% Senior Convertible Preferred Stock is owned by Deed of Trust of William C. Hurtt dated April 10, 1995 FBO William C. Hurtt, Jr. - GST Exempt, of which reporting person is co-trustee and income beneficiary of same.

William C. Hurtt, Jr. 05/26/2005  
 \*\* 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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