

**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* <b>GARDNER HERBERT M</b> _____ (Last) (First) (Middle) <b>P O BOX 6199</b> _____ (Street) <b>FAIR HAVEN NJ 07704</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>TGC INDUSTRIES INC [ TGE ]</b>			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) <b>10/11/2005</b>					
			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 <input type="checkbox"/> 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	10/11/2005		M		10,000	A	\$1	375,272	D	
Common Stock	10/12/2005		C		188,500	A	(1)	563,772	D	
Common Stock	10/12/2005		C		47,000	A	(1)	82,261 <sup>(2)</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				
Non-Statutory Stock Option	\$1	10/11/2005		M		10,000		12/11/2001	12/11/2005	Common Stock	10,000	\$1	0	D	
Warrants	\$0.3	10/12/2005		S		200,000		07/31/1999	07/31/2009	Common Stock	200,000	(7)	0	D	
Warrants (Series A)	\$0.2	10/12/2005		S		371,000 <sup>(3)</sup>		09/10/2002	09/10/2012	Common Stock	371,000 <sup>(3)</sup>	(7)	0	D	
Warrants (Series A2)	\$0.2	10/12/2005		S		162,329 <sup>(4)</sup>		06/12/2003	06/11/2003	Common Stock	162,329 <sup>(4)</sup>	(7)	0	D	
Warrants (Series C2)	\$1							12/15/2004	12/15/2007	Common Stock	1,733		1,733 <sup>(2)</sup>	I	By Spouse
8-1/2% Sr Convertible Preferred Stock	(1)	10/12/2005		C		188,500		(5)	(6)	Common Stock	188,500	(1)	0	D	
8-1/2% Sr Convertible Preferred Stock	(1)	10/12/2005		C		47,000		(5)	(6)	Common Stock	47,000 <sup>(2)</sup>	(1)	0	I	By Spouse

**Explanation of Responses:**

- The shares of the 8-1/2% Senior Convertible Preferred Stock are convertible into Common Stock on a one-for-one basis.
- The Reporting Person disclaims beneficial ownership of shares and warrants owned by spouse.
- Includes 71,000 additional shares of Common Stock issuable upon exercise (pursuant to application of the Warrants anti-dilution provisions) resulting from the PIK dividends paid on the Company's 8-1/2% Senior Convertible Preferred Stock.
- Includes 12,329 additional shares of Common Stock issuable upon exercise (pursuant to application of the Warrants anti-dilution provisions) resulting from the PIK dividends paid on the Company's 8-1/2% Senior Convertible Preferred Stock.
- Immediately convertible.
- Not applicable.
- Warrants were sold to Company pursuant to a warrant purchase agreement that defined the sales price of each warrant as the price at which the Company's Common Stock was sold in the Company's public offering on October 6, 2005, less the exercise price of the Warrants (the "in the money value") and an amount equal to underwriting discounts and commissions of 6.5% on the in the money value.

Herbert M. Gardner 10/13/2005  
 \*\* 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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