

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 1996 COMMISSION FILE NO. 0-10144

DAWSON GEOPHYSICAL COMPANY

INCORPORATED IN THE STATE OF TEXAS

75-0970548
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

208 SOUTH MARIENFELD, MIDLAND, TEXAS 79701
(PRINCIPAL EXECUTIVE OFFICE)
TELEPHONE NUMBER: (915) 682-7356

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
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COMMON STOCK, \$.33 1/3 PAR VALUE	NONE
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Indicate by check mark whether the Registrant (1)has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 12 preceding months, and (2)has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The aggregate market value of the Common Stock of the Registrant based upon the mean between the closing high and low price of the Common Stock as of November 15, 1996 (as reported by Nasdaq), held by non-affiliates was approximately \$26,855,137 (See Item 12). On that date, there were 4,161,550 shares of Dawson Geophysical Company Common Stock, \$.33 1/3 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Items 1, 5, 6, 7 and 8 of Parts I and II hereof is incorporated by reference to the Registrant's 1996 Annual Report filed or to be filed with the Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K.

The information required by Items 4, 10, 11 and 12 of Parts I and III hereof is incorporated by reference to the Registrant's definitive proxy statement filed or to be filed with the Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K.

Part I

Item 1. BUSINESS

There are no patents, trademarks, franchises or concessions held by the Registrant. Software licenses held by the Registrant are considered ordinary and replaceable. Although the Registrant has individual customers that comprise more than 10% of its total annual revenues, the Registrant does not consider the loss of any individual customer to have a material adverse effect on the Registrant due to the demand for the Registrant's services and for the services of the industry in which the Registrant competes. Competitors of the Registrant consist primarily of subsidiary companies of large corporations. Services provided by competitor companies other than provided by the Registrant may include marine geophysics, speculative acquisition of seismic data, a library of seismic data, or a combination of these factors. The Registrant considers price and quality of service to be its principal methods of competition. Indicative of its level of commitment to the proprietary data of its customers, the Registrant does not maintain a library of seismic data or participate in speculative seismic data acquisition. Although the business of the Registrant is not considered seasonal, it does depend on favorable weather.

At September 30, 1996 the Company had 304 full-time employees. None of the Company's employees are subject to a collective bargaining agreement. The Company considers its relations with its employees to be good.

Additional information required by this Item 1 is hereby incorporated by reference to the Registrant's 1996 Annual Report (inside front cover, page 2 and page 18) filed or to be filed by the Registrant with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities and Exchange Act of 1934 within 120 days after the end of the fiscal year covered by this Form 10-K. (Exhibit 13 hereto.)

Item 2. PROPERTIES

The principal facilities of the Registrant are summarized in the table below.

Location	Fee or Leased	Purpose	Building Area Square Feet
-----	-----	-----	----
Midland, TX	Fee	Executive offices and data processing	10,400
Midland, TX	Fee	Field Office Equipment fabrication Maintenance and repairs	53,000

The Registrant owns additional undeveloped real property consisting of approximately 21,000 square feet in Midland, Texas, adjacent to the headquarters office building.

The Registrant operates only in one industry segment and only in the United States.

Item 3. LEGAL PROCEEDINGS

On July 1, 1995, an automobile accident claimed the lives of four employees which involved an automobile owned by the Company. The Company is a defendant in a lawsuit filed by the families of two of the employees whose deaths resulted from the accident. The families filed suit against the Company under the gross negligence provisions of the Texas Workers' Compensation Act. Accordingly, the Company believes its exposure is limited to exemplary damages of \$36 million. The litigation is currently in the discovery stage. The Company has approximately \$12 million of insurance coverage available to provide against an unfavorable outcome in this matter. Due to the uncertainties inherent in litigation, no absolute assurance can be given as to the ultimate outcome of this suit. However, the Company believes, based on knowledge of the facts to date and consultation with its legal advisors, that liabilities, if any, from this suit should not have a material adverse effect on the Company's financial position.

The Company is party to other legal actions arising in the ordinary course of its business, none of which management believes will result in a material adverse effect on the Company's financial position or results of operations, as the Company believes it is adequately insured.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter has been submitted during the fourth quarter of the 1996 fiscal year to a vote of security holders, through the solicitation of proxies or otherwise. However, please refer to the Registrant's Proxy Statement dated November 15, 1996, filed or to be filed with the Commission no later than 120 days after the end of the fiscal year covered by this Form 10-K, notifying as to the election of Directors and selection of KPMG Peat Marwick LLP as independent public accountants of the Company (requiring an affirmative vote of a majority of shares present or represented by proxy), at the Annual Meeting to be held on January 14, 1997.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The information required by this Item 5 is hereby incorporated by reference to the Registrant's 1996 Annual Report (page 28), "Common Stock Information" referred to in Item 1 above.

Item 6. SELECTED FINANCIAL DATA

The information required by this Item 6 is hereby incorporated by reference to the Registrant's 1996 Annual Report (page 1, "Financial Highlights") referred to above in Item 1.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this Item 7 is hereby incorporated by reference to the Registrant's 1996 Annual Report (pages 24 to 27) referred to in Item 1.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The report of independent public accountants appearing on page 23 and the financial statements appearing on pages 14 through 22 of Registrant's 1996 Annual Report for the year ended September 30, 1996, referred to above in Item 1, are incorporated herein by reference.

Item 9. CHANGES IN AND DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item 10 with respect to Directors and Executive Officers is hereby incorporated by reference to the Registrant's Proxy Statement dated November 15, 1996 (page 2) filed or to be filed by the Registrant with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities and Exchange Act of 1934 within 120 days after the end of the fiscal year covered by this Form 10-K.

Item 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is hereby incorporated by reference to the Registrant's Proxy Statement (page 3) referred to above in Item 10.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item 12 with respect to security ownership of certain beneficial owners is hereby incorporated by reference to the Registrant's Proxy Statement (page 5, "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS") referred to above in Item 10.

The information required by this Item 12 with respect to security ownership of management is hereby incorporated by reference to the Registrant's Proxy Statement (page 5, "SECURITY OWNERSHIP OF MANAGEMENT") referred to above in Item 10.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The following financial statements of the Registrant, included in pages 14 through 22 of the Registrant's 1996 Annual Report to Shareholders for the year ended September 30, 1996, and the Independent Auditors' Report on page 23 of such report, are incorporated herein by reference:

Description

Balance Sheets, September 30, 1996 and 1995

Statements of Operations
For the Years Ended
September 30, 1996, 1995 and 1994

Statements of Cash Flows
For the Years Ended
September 30, 1996, 1995 and 1994

Statements of Stockholders' Equity
For the Years Ended
September 30, 1996, 1995 and 1994

Notes to Financial Statements

Independent Auditors' Report

(a) 2. All schedules are omitted because they are not applicable, not required or because the required information is included in the financial statements or notes thereof.

(a) 3. Exhibits

The exhibits and financial statements filed as a part of this report are listed below according to the number assigned to it in the exhibit table of Item 601 of Regulation S-K:

- (3) Restated Articles of Incorporation and Bylaws.
- (4) Instruments defining the rights of security holders, including indentures.

- (9) Voting Trust Agreement -- None; consequently, omitted.
- (10) Material Contracts.
- (11) Statement re: computation of per share earnings -- Not Applicable.
- (12) Statement re: Computation of ratios -- Not Applicable.
- (13) 1996 Annual Report.
- (18) Letter re: change in accounting principles -- Not Applicable.
- (19) Previously unfiled documents -- No documents have been executed or in effect during the reporting period which should have been filed; consequently, this exhibit has been omitted.
- (22) Subsidiaries of the Registrant -- There are no subsidiaries of the Registrant; consequently, this exhibit has been omitted.
- (23) Published report regarding matters submitted to vote of security holders -- None; consequently, omitted.
- (24) Consent of experts and counsel -- Not Applicable.
- (25) Power of Attorney -- There are no signatures contained within this report pursuant to a power of attorney; consequently, this exhibit has been omitted.
- (b) Reports on Form 8-K

The Registrant has not filed any reports on Form 8-K during the last quarter of the year ended September 30, 1996.
- (28) Additional Exhibits -- None.
- (29) Information from reports furnished to state insurance regulatory authorities -- None.

EXHIBIT INDEX

Number	Exhibit	Page
-----	-----	-----
(1)	*	
(2)	*	
(3)	Articles of Incorporation and Bylaws	**
(4)	Instruments defining the rights of security holders, including indentures	**
(5)	*	
(6)	*	
(7)	*	
(8)	*	
(9)	Voting Trust Agreement	Omit
(10)	Material Contracts	**
(11)	Statement re: computation of per share earnings	Omit
(12)	Statement re: computation of ratios	Omit
(13)	1996 Annual Report to Stockholders	E-1
(14)	*	
(15)	*	
(16)	*	
(17)	*	
(18)	Letter re: change in accounting principles	Omit
(19)	Previously unfiled documents	Omit
(20)	*	
(21)	*	
(22)	Subsidiaries of the Registrant	Omit
(23)	Published report regarding matters submitted to vote of security holders	Omit
(24)	Consent of experts	
(25)	Power of Attorney	Omit
(26)	*	
(27)	Financial Data Schedule	
(28)	Additional Exhibits	Omit
(29)	Information from reports furnished to state insurance regulatory authorities	Omit

*This exhibit is not required to be filed in accordance with Item 601 of Regulation S-K.

**Incorporated by reference to Registrant's Form 10-Q, dated March 31, 1996 (Commission File No. 0-10144).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, and the State of Texas, on the 15th day of November, 1996.

DAWSON GEOPHYSICAL COMPANY

By: /s/ L. Decker Dawson

L. Decker Dawson, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
/s/ L. Decker Dawson ----- L. Decker Dawson	President, Principal Executive and Financial Officer and Director	11-15-96
/s/ Floyd B. Graham ----- Floyd B. Graham	Vice President and Director	11-15-96
/s/ Howell W. Pardue ----- Howell W. Pardue	Vice President and Director	11-15-96
/s/ Calvin J. Clements ----- Calvin J. Clements	Director	11-15-96
/s/ Matthew P. Murphy ----- Matthew P. Murphy	Director	11-15-96
/s/ Tim C. Thompson ----- Tim C. Thompson	Director	11-15-96
/s/ Paula W. Henry ----- Paula W. Henry	Secretary	11-15-96
/s/ Christina W. Hagan ----- Christina W. Hagan	Treasurer	11-15-96

YEAR			
	SEP-30-1996		
	OCT-01-1995		
	SEP-30-1996		
		1,493,000	
		988,000	
		6,161,000	
		0	
		0	
		8,983,000	
		56,368,000	
	(23,442,000)		
	41,909,000		
3,640,000			0
	0		0
		0	
		1,387,000	
		0	
41,909,000			
		33,518,000	
	33,518,000		
		30,880,000	
		30,880,000	
		0	
		0	
	(144,000)		
	2,760,000		
	(872,000)		
1,888,000			
		0	
		0	
			0
		1,888,000	
		.45	
		0	