

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HURTT WILLIAM C JR</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2004</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		
<u>917 LADY BUG LANE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>VERO BEACH FL 32963</u>								
(City) (State) (Zip)								

**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	12/13/2004		G	V	75,000 <sup>(1)</sup>	D	\$0	358,398	D	
Common Stock	12/14/2004		P		40,000	A	\$2.74	398,398	D	
Common Stock	12/14/2004		P		20,000	A	\$2.65	418,398	D	
Common Stock								10,800	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					
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	06/11/2013	Common Stock	150,000	150,000	D	
Warrants (Series C2)	\$1	12/15/2004		P		5,200		12/15/2004	12/14/2007	Common Stock	5,200	\$1.5	5,200	D
8-1/2% Senior Convertible Preferred Stock	(2)							(3)	(4)	Common Stock	375,000	375,000	D	

**Explanation of Responses:**

- Reporting person gifted 40,000 shares of TGCI Common Stock to St. George Episcopal Church, Rumson, NJ and 35,000 shares to St. Andrews Episcopal School, Middletown, DE
- The shares of the 8-1/2% Senior Convertible Preferred Stock are convertible into Common Stock on a one-for-one basis.
- Immediately convertible.
- Not applicable.

William C. Hurtt, Jr. 12/15/2004

\*\* 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.

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.