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 FORM 4
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OMB APPROVAL
 OMB Number: 3235-0287
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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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

| | | |
|------------------------|---------|----------|
| MURPHY | MATTHEW | P |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| 508 W. WALL, SUITE 800 | | |
| ----- | | |
| (Street) | | |
| MIDLAND | TX | 79701 |
| ----- | ----- | ----- |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

DWSN DAWSON GEOPHYSICAL COMPANY

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

###-##-####

4. Statement for Month/Day/Year

11/02

5. If Amendment, Date of Original (Month/Day/Year)

11/26/02

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

| | |
|---|--|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

7. Individual or Joint/Group Filing (Check Applicable Line)

| |
|---|
| <input 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 | V | 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) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-----------|---|--|---|
| | | | | | Amount | (D) Price | | | |
| COMMON | 11/26/2002 | | J | | 500 | D 5.21 | 3500 | D | |

COMPENSATION NOT PURSUANT TO A PLAN

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/Year) | 4. Trans- action Code (Instr. 8) Code V | 5. Number of Deriv- ative Secur- ities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action(s) (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
|--|--|--|---|---|--|---|---|--|---|---|---|
|--|--|--|---|---|--|---|---|--|---|---|---|

Explanation of Responses:

/s/ Matthew P. Murphy

1-3-03

**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 provided is insufficient, see Instruction 6 for procedure.