

**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
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1. Name and Address of Reporting Person* <u>WHITENER WAYNE A</u>			2. Issuer Name and Ticker or Trading Symbol <u>TGC INDUSTRIES INC [ TGE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/12/2005</u>			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		
<u>1304 SUMMIT AVE., STE 2</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>PLANO TX 75074</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			
<u>Common Stock</u>	<u>10/14/2005</u>		<u>M</u>		<u>16,667</u>	<u>A</u>	<u>\$0.8</u>	<u>22,481</u>	<u>D</u>	

**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
<u>Stock Option</u>	<u>\$0.8</u>	<u>10/14/2005</u>		<u>M</u>		<u>16,667</u>		<u>02/20/2005<sup>(1)</sup></u>	<u>02/19/2009</u>	<u>Common Stock</u>	<u>50,000</u>	<u>(2)</u>	<u>33,333</u>	<u>D</u>	
<u>Warrant<sup>(3)</sup></u>	<u>\$0.3</u>	<u>10/12/2005</u>		<u>S</u>		<u>50,000</u>		<u>07/31/1999</u>	<u>07/31/2009</u>	<u>Common Stock</u>	<u>50,000</u>	<u>(3)</u>	<u>0</u>	<u>D</u>	

**Explanation of Responses:**

- Stock options are exercisable as follows: one-third exercisable after twelve months from date of grant; two-thirds exercisable after twenty-four months from date of grant; and all exercisable after thirty-six months from date of grant.
- See exercise price in column 2.
- 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.

Wayne A. Whitener 10/14/2005  
 \*\* 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.

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.