

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>FLYNN EDWARD L</u>  (Last) (First) (Middle) <u>7511 MYRTLE AVENUE</u>  (Street) <u>GLENDAL</u> <u>NY</u> <u>11385</u>  (City) (State) (Zip)	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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2009</u>	
	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  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									1,128,342 <sup>(5)</sup>	D	
Common Stock									261,684 <sup>(5)</sup>	I	By spouse <sup>(1)</sup>
Common Stock									19,950 <sup>(5)</sup>	I	By Flynn Meyer PSP&T #1 <sup>(4)</sup>
Common Stock									26,250 <sup>(5)</sup>	I	By Flynn Meyer PSP&T #1 <sup>(4)</sup>

**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					
Stock Option (reload)	\$6.12 <sup>(5)</sup>							(3)	10/10/2010	Common Stock	1,695 <sup>(5)</sup>	1,695 <sup>(5)</sup>	D	
Nonqualified Stock Option	\$8.78 <sup>(5)</sup>							(3)	09/18/2012	Common Stock	10,466 <sup>(5)</sup>	10,466 <sup>(5)</sup>	D	
Nonqualified Stock Option	\$3.24 <sup>(5)</sup>							(3)	10/22/2013	Common Stock	23,162 <sup>(5)</sup>	23,162 <sup>(5)</sup>	D	
Nonqualified Stock Option	\$4.07	12/04/2009		A		18,987		(2)	12/03/2014	Common Stock	18,987	18,987	D	

**Explanation of Responses:**

- Reporting person disclaims beneficial ownership of shares owned by spouse.
- The option vests in two equal installments beginning on 12-04-2009.
- Currently Exercisable.
- Reporting person disclaims beneficial ownership of the shares owned by Flynn Meyer PSP&T #1 except to the extent of reporting persons pecuniary interest. Reporting person is the plan administrator for Flynn Meyer PSP&T #1.
- Adjusted for the Companys 5% stock dividend paid to all holders of record of common stock on May 12, 2009.
- Not applicable.

Edward L. Flynn 12/08/2009

\*\* 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.