SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Addres PARDUE HC	ss of Reporting Perso	n [*]	2. Issuer Name and Ticker or Trading Symbol DAWSON GEOPHYSICAL CO [DWSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PARDUE III	WELL W		L		Director	10% Owner			
				x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
	()	(Middle)	06/20/2005	Executive Vice President					
508 W. WALL, SUITE 800									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing (C	Check Applicable			
MIDLAND	TX	79701		X	Form filed by One Reporti	ing Person			
					Form filed by More than C	One Reporting			
(City)	(State)	(Zip)			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. Deemed3.Execution Date, if any (Month/Day/Year)Transaction Code (Instr.						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)				(Instr. 4)	
Common Stock \$0.33 1/3 par value	06/20/2005	06/20/2005	М		10,000	Α	\$8.65	62,000	D		
Common Stock \$0.33 1/3 par value	06/20/2005	06/20/2005	М		7,500	Α	\$7.4065	62,000	D		
Common Stock \$0.33 1/3 par value	06/20/2005	06/20/2005	S		17,500	D	\$22.29	44,500(1)	D		

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. Transa Code (8)		Derivative		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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option	\$8.65	06/20/2005		М		10,000 ⁽¹⁾		06/20/2005	04/12/2006	Common	10,000	\$8.65	3	D	
Stock Option	\$7.4065	06/20/2005		М		7,500 ⁽¹⁾		06/20/2005	04/09/2006	Common	7,500	\$7.4065	3	D	

Explanation of Responses:

1. Includes 17,500 shares of stock options

/s/ Howell W. Pardue

** Signature of Reporting Person

06/20/2005

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.