

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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> <hr/> (Last) (First) (Middle) <u>7511 MYRTLE AVENUE</u> <hr/> (Street) <u>GLENDALE NY 11385</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>TGC INDUSTRIES INC [TGC]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2005</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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)		
			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					

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							928,516	D		
Common Stock							211,316 ⁽¹⁾	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	Title	Amount or Number of Shares				
Warrants	\$0.3	10/18/2005		S		200,000		07/31/1999	07/31/2009	Common Stock	200,000	(4)	0	D	
Warrants (Series A)	\$0.2	10/18/2005		S		371,000 ⁽²⁾		09/10/2002	09/10/2012	Common Stock	371,000 ⁽²⁾	(4)	0	D	
Warrants (Series A2)	\$0.2	10/18/2005		S		162,329 ⁽³⁾		06/12/2003	06/12/2013	Common Stock	162,329 ⁽³⁾	(4)	0	D	
Warrants (Series C2)	\$1							12/15/2004	12/15/2007	Common Stock	5,200		5,200	D	

Explanation of Responses:

- Reporting person disclaims beneficial ownership of shares owned by spouse.
- Includes 71,000 additional shares of Common Stock issuable upon exercise (pursuant to application of the Warrants anti-dilution provisions) resulting from the PIK dividends paid on the Company's 8-1/2% Senior Convertible Preferred Stock.
- Includes 12,329 additional shares of Common Stock issuable upon exercise (pursuant to application of the Warrants anti-dilution provisions) resulting from the PIK dividends paid on the Company's 8-1/2% Senior Convertible Preferred Stock.
- 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.

Edward L. Flynn 10/19/2005

** 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.

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