

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>FARES ISSAM M</b>  (Last) (First) (Middle) <b>PIETERMAAI 15</b> <b>CURACAO, NETHERLANDS ANTILLES</b>  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DAWSON GEOPHYSICAL CO [ DWSN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/14/2004</b>	
	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, par value \$.33 1/3	07/14/2004		S		2,000	D	\$22.62	1,034,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.55	1,033,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.51	1,033,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.5	1,032,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.39	1,032,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.4	1,031,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.32	1,031,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.2	1,030,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		500	D	\$22.11	1,030,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/14/2004		S		5,000	D	\$22	1,025,000	I	By Pebbleton Corporation N.V.

**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, par value \$.33 1/3	07/14/2004		S		1,000	D	\$22.05	1,024,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		10,500	D	\$22	1,013,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		1,000	D	\$22.09	1,012,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		1,000	D	\$22.02	1,011,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		3,000	D	\$22.03	1,008,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		5,000	D	\$22.5	1,003,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		3,000	D	\$22.31	1,000,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		2,000	D	\$22.27	998,500	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		2,500	D	\$22.25	996,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		2,000	D	\$22.1	994,000	I	By Pebbleton Corporation N.V.
Common Stock, par value \$.33 1/3	07/15/2004		S		4,000	D	\$22.2	990,000	I	By Pebbleton Corporation N.V.

**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					

Explanation of Responses:

Remarks:

Exhibit List Exhibit 24

Issam M. Fares By: /s/ Richard E. Blohm, Jr., Attorney in Fact 07/16/2004

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.**

## POWER OF ATTORNEY

The undersigned does hereby make, constitute and appoint William H. White, Nijad I. Fares and Richard E. Blohm, Jr., and each of them severally, the undersigned's true and lawful attorney or attorneys (hereinafter referred to individually as "Attorney" or collectively as "Attorneys") with power to act for the undersigned and in the undersigned's name, place and stead, with or without the other and with full power of substitution and resubstitution, for the sole purpose of executing, making, declaring, certifying and filing on behalf of the undersigned with the Securities and Exchange Commission, and other appropriate governmental or private entities, any and all statement, reports, and other information required to be filed by the undersigned under the Securities Exchange Act of 1934, as amended, or other state or federal statutes, by virtue of or relating to the undersigned's beneficial ownership of voting securities of Dawson Geophysical Company (the "Company's"), including without limitation any Schedule 13d, and all amendments to any such schedule, any Joint Filing Agreement and any and all amendments thereto, and all other documents and information incidental or related thereto required to be executed, made or filed by the undersigned, in the form and manner in which such Attorneys or any of them deem necessary, appropriate, convenient or desirable to be done pursuant to and in accordance with the authorization contained in the Power of Attorney, as fully and to all intents and purposes as the undersigned might or could do in person, the undersigned hereby ratifying and approving the acts of the Attorneys and each of them.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on November 24, 1998.

ISSAM M. FARES

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Issam M. Fares

Pebbleton Corporation, N.V.

By: /s/ ISSAM M. FARES

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Issam M. Fares  
Managing Director