### Edgar Filing: INPUT OUTPUT INC - Form 4

INPUT OUTPUT	INC											
Form 4 December 05, 200	)6											
FORM 4									PPROVAL			
<b>CONVIA</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires: Estimated burden hou response	Estimated average burden hours per response 0.5				
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> ELLIOTT THEODORE H JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol INPUT OUTPUT INC [IO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (L	First) (1	Middle)	3. Date of Earliest Transaction									
12300 PARC CREST DRIVE			(Month/Day/Year) 12/01/2006			X_Director10% Owner Officer (give titleOther (specify below) below)						
(STAFFORD, TX	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (S	State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of. or Beneficia	llv Owned			
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4)	ies (A) or of (D)	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			
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	Perso inforn requir	ns who rest nation cont ed to respo sys a current	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)	of			
			Code	V	(A) (I	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock $(1)$	\$ 10.85	12/01/2006	А		12,500	12/01/2006	12/01/2016	Common Stock	12,500

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
ELLIOTT THEODORE H JR 12300 PARC CREST DRIVE STAFFORD, TX 77477	X					
Signatures						
/s/ Debra A. Addington, attorney-in-fact	12/05/2006					
**Signature of Reporting Person		Date				

## **Explanation of Responses:**

- \* 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).
- (1) Issued pursuant to the Second Amended and Restated Input/Output, Inc. 2004 Long-term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.