

INPUT OUTPUT INC
Form 4
August 15, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAPEYRE JAMES M JR

(Last) (First) (Middle)

2105 CITYWEST
BOULEVARD, SUITE 400

(Street)

HOUSTON, TX 77042-2839

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INPUT OUTPUT INC [IO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common stock | 08/15/2007 | | P | 300 | A | \$ 12.91 | 879,243 | D |
| Common stock | 08/15/2007 | | P | 4,400 | A | \$ 12.916 | 883,643 | D |
| Common stock | 08/15/2007 | | P | 900 | A | \$ 12.92 | 884,543 | D |
| Common stock | 08/15/2007 | | P | 800 | A | \$ 12.93 | 885,343 | D |
| Common stock | 08/15/2007 | | P | 1,900 | A | \$ 12.94 | 887,243 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|------------------------|---|--|
| Common stock | 08/15/2007 | P | 12,100 | A | \$ 12.95 | 899,343 | D | |
| Common stock | 08/15/2007 | P | 2,400 | A | \$ 12.956 | 901,743 | D | |
| Common stock | 08/15/2007 | P | 100 | A | \$ 12.96 | 901,843 | D | |
| Common stock | 08/15/2007 | P | 3,300 | A | \$ 12.966 | 905,143 | D | |
| Common stock | 08/15/2007 | P | 1,100 | A | \$ 12.97 | 906,243 | D | |
| Common stock | 08/15/2007 | P | 600 | A | \$ 12.98 | 906,843 | D | |
| Common stock | 08/15/2007 | P | 2,100 | A | \$ 12.99 | 908,943 | D | |
| Common stock | | | | | | 7,905,344 | I | Shares held by Laitram, LLC ⁽¹⁾ |
| Common stock | | | | | | 10,500 | I | Shares held in joint account with wife. |
| Common stock | | | | | | 10,500 | I | As co-trustee for children. |
| Common stock | | | | | | 105,280 ⁽²⁾ | I | By child. |
| Common stock | | | | | | 105,280 | I | By child. |
| Common stock | | | | | | 105,280 | I | By child. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAPEYRE JAMES M JR 2105 CITYWEST BOULEVARD SUITE 400 HOUSTON, TX 77042-2839 | X | | | |

Signatures

/s/ Debra A. Addington,
attorney-in-fact

08/15/2007

__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) The reporting person has elected pursuant to Instruction 4(b)(iv) to Form 4, to report the entire amount of the interest of Laitram, L.L.C. and disclaims beneficial ownership of such shares except to the extent of his proportionate pecuniary interest therein.
- (2) This Form 4 reflects holdings by Reporting Person's adult child.

Remarks:

The reporting person disclaims beneficial ownership of all securities shown as indirectly owned by him.

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.