

ION GEOPHYSICAL CORP

Form 4

June 12, 2013

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BATE STEVEN**

(Last) (First) (Middle)

**2105 CITYWEST  
BOULEVARD, SUITE 400**

(Street)

**HOUSTON, TX 77042-2839**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**ION GEOPHYSICAL CORP [IO]**

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

**06/10/2013**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

**SVP Systems Division**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	06/10/2013		<u>M</u> <sup>(1)</sup>	10,531 A \$ 4.58	47,637	D	
Common Stock	06/10/2013		<u>S</u> <sup>(1)</sup>	10,531 D \$ 6.2	37,106	D	
Common Stock	06/12/2013		<u>M</u> <sup>(1)</sup>	9,429 A \$ 4.58	57,066	D	
Common Stock	06/12/2013		<u>S</u> <sup>(1)</sup>	9,429 D \$ 6.016	47,637	D	

(2)

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

**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 control number.**

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.58	06/10/2013		M		10,531		03/24/2010	06/29/2013	Common Stock	10,531
Employee Stock Option (right to buy)	\$ 4.58	06/12/2013		M		9,469		03/24/2010	06/29/2013	Common Stock	9,469

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BATE STEVEN 2105 CITYWEST BOULEVARD SUITE 400 HOUSTON, TX 77042-2839	SVP Systems Division

## Signatures

Debra A. Addington,  
attorney-in-fact 06/12/2013

\_\_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)

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Exercised and sold Employee Stock Option (right to buy) that was expiring on June 29, 2013. Also, the reporting person is subject to an Issuer trading blackout beginning on June 17, 2013.

- This transaction was executed in multiple trades at prices ranging from \$6.00 to \$6.04, inclusive. The price set forth above reflects the
- (2) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

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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