

ION GEOPHYSICAL CORP  
Form 4  
December 21, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

**2105 CITYWEST  
BOULEVARD, SUITE 100**

(Street)

**HOUSTON, TX 77042-2855**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ION GEOPHYSICAL CORP [IO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/19/2016**

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 Ownership (Instr. 4) |         |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |         |   |                             |
| Common Stock                    | 12/19/2016                           |  | P                              |   | 10,800<br>(1)   | A  | \$ 7.1626<br>(2)                  | 958,209 | I | Shares held by Laitram, LLC |
| Common Stock                    | 12/20/2016                           |  | P                              |   | 11,000<br>(1)   | A  | \$ 7.0751<br>(3)                  | 969,209 | I | Shares held by Laitram, LLC |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 157,773 | D |                             |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 699     | I | Co-Trustee for Children     |
|                                 |                                      |  |                                |   |   |  |                                   | 32,850  | I |                             |

|              |  |  |  |        |   |  |                                    |
|--------------|--|--|--|--------|---|--|------------------------------------|
| Common Stock |  |  |  |        |   |  | Joint account with adult child (J) |
| Common Stock |  |  |  | 32,850 | I |  | Joint account with adult child (K) |
| Common Stock |  |  |  | 33,702 | I |  | Joint account with adult child (S) |

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.**

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | 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<br>2105 CITYWEST BOULEVARD<br>SUITE 100<br>HOUSTON, TX 77042-2855 | X             | X         |         |       |

## Signatures

Rebecca F. Sacco,  
attorney-in-fact

12/21/2016

\_\_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) Open market purchase pursuant to a 10b5-1 trading plan adopted by the Reporting Person, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.  

This transaction was executed in multiple trades at prices ranging from \$7.05 to \$7.275, inclusive. The price set forth above reflects the 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.
- (2) This transaction was executed in multiple trades at prices ranging from \$7.00 to \$7.20, inclusive. The price set forth above reflects the 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$7.00 to \$7.20, inclusive. The price set forth above reflects the 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.

### 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.