DAWSON GEOPHYSICAL CO
Form 4
May 10, 2006

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUFF EDWARD L

(Last) (First) (Middle)

508 WEST WALL SUITE 800

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DAWSON GEOPHYSICAL CO [DWSN]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

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 below) _____ Other (specify below)
Senior Vice President

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)
			Code	V	Amount	(A) or (D)	Price			
Dawson Geophysical-Common Stock	05/08/2006	05/08/2006	M		2,500	A	$ 7.4065	21,006	D	
Dawson Geophysical-Common Stock	05/08/2006	05/08/2006	M		5,000	A	$ 5.21	21,006	D	
Dawson Geophysical-Common Stock	05/08/2006	05/08/2006	M		2,500	A	$ 7.06	21,006	D	
Dawson Geophysical - Common Stock	05/08/2006	05/08/2006	M		1,250	A	$ 17.91	21,006	D	

Dawson Geophysical - Common Stock	05/08/2006	05/08/2006	S	2,500	D	$ 34.41	18,506	D
Dawson Geophysical - Common Stock	05/08/2006	05/08/2006	S	5,000	D	$ 34.41	13,506	D
Dawson Geophysical - Common Stock	05/08/2006	05/08/2006	S	2,500	D	$ 34.41	11,006	D
Dawson Geophysical - Common Stock	05/08/2006	05/08/2006	S	1,250	D	$ 34.41	9,756	D

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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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 a Underlyi (Instr. 3 a
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Dawson Geophysical-Common Stock	$ 7.4065	05/08/2006	05/08/2006	M			2,500	05/08/2006	04/09/2007	Daw Geoph -Com Sto
Dawson Geophysical-Common Stock	$ 5.21	05/08/2006	05/08/2006	M			5,000	05/08/2006	11/26/2007	Daw Geophy Com Sto
Dawson Geophysical-Common Stock	$ 7.06	05/08/2006	05/08/2006	M			2,500	05/08/2006	11/03/2008	Daw Geophy Com Sto
Dawson Geophysical-Common Stock	$ 17.91	05/08/2006	05/08/2006	M			1,250	05/08/2006	11/09/2009	Daw Geophy Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF EDWARD L 508 WEST WALL SUITE 800 MIDLAND, TX 79701			Senior Vice President	

Signatures

/s/ Edward L. Huff	05/09/2006
**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).

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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