DAWSON GEOPHYSICAL CO

Form 4

August 13, 2008

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

1(b).

value

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * PARDUE HOWELL W | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|-----------|-----------|---|--|--|--|
| | | | DAWSON GEOPHYSICAL CO [DWSN] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% Owner X Officer (give title Other (specify below) | | |
| 508 W. WAL | L STREET, | SUITE 800 | 08/11/2008 | Executive Vice President | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| MIDLAND, 7 | TX 79701 | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | |

| | | | Person | | | | | | | |
|--|---------------------|---------|---------------------|--------------------|--------------|-----------------------------|-------------------|-------------|-------------|--|
| | (City) | (State) | (Zip) | Table I - Non-I | Derivative S | Securities Acquired, Dispos | ed of, or Benefic | ially Owned | | |
| | 1.Title of Security | | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired (A) | 5. Amount of | 6. | 7. Nature | |
| | (Instr. 3) | | (Month/Day/Year) | Execution Date, if | Transactio | onor Disposed of (D) | Securities | Ownership | of Indirect | |
| | | | | any | Code | (Instr. 3, 4 and 5) | Beneficially | Form: | Beneficial | |
| | | | | (Month/Day/Year) | (Instr. 8) | | Owned | Direct (D) | Ownership | |

| | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, | 4 and (A) or | 5) | Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect (I) (Instr. 4) |
|--|------------|-------------------------|-----------------|------------|--------------|---------------|--|---|
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | |
| Dawson Geophysical Company-Common Stock \$0.33 1/3 par value | 08/11/2008 | | M | 5,000 | A | \$ 7.06 | 19,500 | D |
| Dawson Geophysical Company-Common Stock \$0.33 1/3 par | 08/11/2008 | | S | 5,000 | D | \$ 61.0605 | 14,500 | D |

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

(Instr. 4)

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number.

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 | 3. Transaction Date (Month/Day/Year) | Execution Date, if | 4. Transaction | 5. Number on Derivative Securities | • | ate | 7. Title and Securities (Instr. 3 an |
|--|------------------------------|--------------------------------------|-------------------------|----------------|--|---------------------|--------------------|--------------------------------------|
| (IIISU. 3) | Price of Derivative Security | | any (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (msu. 3 dii |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Dawson | ¢ 7.06 | 00/11/2000 | | M | 5 000 | (1) | 11/02/2000 | Cambru |
| Geophysical-Common | \$ 7.06 | 08/11/2008 | | M | 5,000 | <u>(1)</u> | 11/03/2008 | Geophys |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PARDUE HOWELL W 508 W. WALL STREET SUITE 800 MIDLAND, TX 79701

Executive Vice President

Signatures

Stock

Howell W. 08/13/2008 Pardue

**Signature of Date Reporting Person

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 options vested in four equal installments on November 3, 2004, 2005, 2006 and 2007.

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.

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