

INPUT OUTPUT INC  
Form 8-K  
April 29, 2004

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report** (Date of earliest event reported): **April 28, 2004**

**Input/Output, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-12961</b> (Commission File Number)	<b>22-2286646</b> (IRS Employer Identification No.)
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<b>12300 Parc Crest Dr.</b> <b>Stafford, TX</b> (Address of principal executive offices)	<b>77477</b> (Zip Code)
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Registrant's telephone number, including area code: **(281) 933-3339**

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**Item 12. Results of Operations and Financial Condition**

On April 28, 2004, Input/Output, Inc. (the Company ) issued a press release regarding its results of operations for the first quarter of 2004, a copy of which is furnished as Exhibit 99.1 hereto, which is incorporated herein by reference. Such exhibit (i) is furnished pursuant to Item 12 of Form 8-K, (ii) is not to be considered filed under the Securities Exchange Act of 1934, as amended (the Exchange Act ) and (iii) shall not be incorporated by reference into any previous or future filings made by or to be made by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or the Exchange Act.

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**INDEX TO EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated April 28, 2004, issued by Input/Output, Inc.