

LAPEYRE JAMES M JR

Form 5

January 24, 2013

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LAPEYRE JAMES M JR

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20124. 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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/08/2012	Â	G	Amount 375,000 (1) D \$ 0	1,457,113 (2)	D	Â
Common Stock	12/08/2012	Â	G	125,000 (1) A \$ 0	312,600	I	Joint account with adult child (J)
Common Stock	12/08/2012	Â	G	125,000 (1) A \$ 0	312,600	I	Joint account with adult

Common Stock	12/08/2012	Â	G	125,000 (1)	A	\$ 0	325,380	I	child (K) Joint account with adult child (S)
Common Stock	Â	Â	Â	Â	Â	Â	7,605,345	I	Shares held by Laitram, LLC
Common Stock	Â	Â	Â	Â	Â	Â	10,500	I	Co-Trustee for Children

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

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SEC 2270
(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. of Derivative Securities (Instr. 5)
					(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 2105 CITYWEST BOULEVARD SUITE 400 HOUSTON, TX 77042-2839	Â X Â Â Â

Signatures

/s/ Debra A. Addington,
attorney-in-fact

01/24/2013

__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) Represents the transfer of shares to joint account with children.
 - (2) Reflects the transfer of 5,700 shares from joint account with his spouse to reporting person's direct holdings.

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Remarks:

TheÂ reportingÂ personÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ allÂ securitiesÂ shownÂ asÂ indirectlyÂ ownedÂ byÂ h

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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