#### DAWSON GEOPHYSICAL CO

Form 4/A

February 22, 2007

# FORM 4

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

**OMB** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAWSON L DECKER			2. Issuer Name <b>and</b> Ticker or Trading Symbol DAWSON GEOPHYSICAL CO [DWSN]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2007				_X_ Director10% Owner Officer (give title below) Other (specify below)						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/20/2007				- -	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)  _X_ Form filed by One Reporting Person  Form filed by More than One Reporting</li> <li>Person</li> </ul>					
(City)	(State)	(Zip)	Table I - Non-	Derivativ	e S	Securities	Acqu	ired, Dispos	ed of, or Benefic	ially Owned			
1.Title of Security (Instr. 3)	· · · · · · · · · · · · · · · · · · ·		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	ioı	4. Securities Acquired (A) oror Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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)		
Dawson Geophysical Company-comr stock \$0.33 1/3 value		02/15/2007		S			D	\$ 41.2034 (2)	23,154	Ι	By trust (1) (3)		

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

DAWSON L DECKER

X

### **Signatures**

L. Decker

02/22/2007 Dawson \*\*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).
- On February 7, 2007, the reporting person contributed 300,000 shares of Dawson Geophysical Common Stock to a charitable remainder trust of which the reporting person is a trustee and of which the reporting person and his wife are beneficiaries. The reporting person continues to report beneficial ownership of all the Dawson Geophysical Common Stock held by the trust but disclaims beneficial ownership except to the extent of his and his wife's pecuniary interest therein.
- (2) The shares sold on 02/15/2007 were sold at prices ranging from \$40.95 to \$41.59, with an average price of \$41.2034 per share.
- This amendment is filed to correctly state the number of shares sold by the reporting person on February 15, 2007 and to correct the aggregate amount of securities beneficially owned after this transaction by the reporting person.

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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