

DAWSON GEOPHYSICAL CO  
Form 4  
February 22, 2007

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DAWSON L DECKER

2. Issuer Name and 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)  
02/20/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Company-common stock \$0.33 1/3 par value | 02/20/2007                           |  | S                              |   | 2,434   | D  | \$ 40.5004<br>(2)                                     | 13,824  | I | By trust<br>(1) |
| Dawson Geophysical Company-common stock \$0.33 1/3 par value | 02/21/2007                           |  | S                              |   | 13,824  | D  | \$ 42.5425<br>(3)                                     | 0       | I | By trust<br>(1) |
| Dawson Geophysical   |                                      |  |                                |   |   |  |   | 108,192 | D |                 |

Company-common stock \$0.33 1/3 par value

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

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SEC 1474  
(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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| DAWSON L DECKER                |               |           | X       |       |

## Signatures

L. Decker  
Dawson 02/22/2007  
\*\*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) 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.

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- (2) The shares sold on 02/20/2007 were sold at prices ranging from \$40.50 to \$40.51, with an average price of \$40.5004 per share.
- (3) The shares sold on 02/21/2007 were sold at prices ranging from \$41.60 to \$43.26, with an average price of \$42.5425 per share.

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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