

Usher Christopher Theron
Form 4
December 04, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Usher Christopher Theron

(Last) (First) (Middle)

2105 CITYWEST
BOULEVARD, SUITE 100

(Street)

HOUSTON, TX 77042-2855

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ION GEOPHYSICAL CORP [IO]

3. Date of Earliest Transaction
(Month/Day/Year)

12/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & COO, OPER OPTIMIZATION

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	12/01/2018		A	(A) or (D) Amount 89,430 (1)	\$ 0	143,114	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 8.85	12/01/2018		A	95,435	(2) 12/01/2028	Common Stock	95,435

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Usher Christopher Theron 2105 CITYWEST BOULEVARD SUITE 100 HOUSTON, TX 77042-2855	EVP & COO, OPER OPTIMIZATION

Signatures

Rebecca F. Sacco,
attorney-in-fact 12/04/2018

__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) Restricted Stock award issued pursuant to the ION Geophysical Corporation Third Amended and Restated 2013 Long Term Incentive Plan. The shares of restricted stock are subject to both time-based and performance-based vesting requirements. The time-based vesting requirements provide that the shares vest in three equal installments beginning on the first anniversary of the grant date, subject to satisfaction of the performance-based vesting requirements. The performance-based vesting requirements provide that the shares vest in three equal portions upon achievement of ION common stock 20 day volume weighted average price per share targets of \$17.50, \$22.50 and \$27.50, subject to satisfaction of the time-based vesting requirements.
- (2) Cash-settled Stock Appreciation Right ("SARs") issued pursuant to the ION Geophysical Corporation 2018 Stock Appreciation Rights Plan. The SARs are subject to both time-based and performance-based vesting requirements. The time-based vesting requirements provide that the SARs vest in three equal installments beginning on the first anniversary of the grant date, subject to satisfaction of the performance-based vesting requirements. The performance-based vesting requirements provide that the SARs vest in three equal portions upon achievement of ION common stock 20 day volume weighted average price per share targets of \$17.50, \$22.50 and \$27.50, subject to satisfaction of the time-based vesting requirements. The maximum value of each SAR is capped at \$27.50.

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.