INPUT OUTPUT INC Form 4

May 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31, 2005

0.5

Estimated average burden hours per

Expires:

Indirect (I)

Ownership

(Instr. 4)

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 A APPELBAU	Person *	2. Issuer Name and Ticker or Trading Symbol INPUT OUTPUT INC [IO]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	Middle)	3. Date of Earliest Transaction			(Check all applicable)			
12300 PARC CREST DRIVE			(Month/D 05/17/20	•		_X_ Director Officer (give below)	e titleOth		
(Street)			4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
STAFFORD		Filed(Mon	th/Day/Year))	Applicable Line) _X_ 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 Da (Month/Day/Year			3. Transaction Code	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 1,684 05/17/2006 A 8,499 D (1) 8.91 stock

(Instr. 8)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: INPUT OUTPUT INC - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Numbe of Shares		

Reporting Owners

Relationships

APPELBAUM BRUCE S
12300 PARC CREST DRIVE X
STAFFORD, TX 77477

Signatures

/s/ Debra A. Addington, attorney-in-fact 05/17/2006

**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) Issued pursuant to the Input/Output, Inc. Non-Employee Directors' Retainer Plan.

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.

Reporting Owners 2