Hanson R Brian Form 4 December 04, 2018

FORM 4

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Hanson R Brian			2. Issuer Name and Ticker or Trading Symbol ION GEOPHYSICAL CORP [IO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	11		
			(Month/Day/Year)	X Director 10% Owner		
2105 CITYWEST			12/01/2018	X Officer (give title Other (specify below) President & CEO		
BOULEVARD, SUITE 100						
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77042-2855				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	Perivative Se	ecuriti	es Acq	uired, Disposed o	of, or Beneficial	ly 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. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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	180,000 (1)	A	\$0	223,631	D	

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

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.

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

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	vative Expiration Date rities (Month/Day/Year) rired (A) or osed of (D)		Underlying Securiti (Instr. 3 and 4)	
	Security			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Stock Appreciation Right	\$ 8.85	12/01/2018		A	192,000	(2)	12/01/2028	Common Stock	192

6 Data Evergisable and

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hanson R Brian 2105 CITYWEST BOULEVARD SUITE 100 HOUSTON, TX 77042-2855	X		President & CEO				

3 Transaction Data 3A Danmad

Signatures

1 Title of

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).

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.

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.

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