

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076  
 Estimated average burden hours per response: 4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0000866609</a>	INPUT OUTPUT INC		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>			<input type="checkbox"/> Limited Partnership
ION GEOPHYSICAL CORP			<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
ION GEOPHYSICAL CORP			
<b>Street Address 1</b>		<b>Street Address 2</b>	
2105 CITYWEST BLVD		SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
HOUSTON	TX	770422839	281.933.3339

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
PEEBLER	ROBERT	P.
<b>Street Address 1</b>	<b>Street Address 2</b>	
2105 CITYWEST BLVD.	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HOUSTON	TX	77042
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

CHIEF EXECUTIVE OFFICER AND DIRECTOR

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
HOLLIS	JAMES	R.
<b>Street Address 1</b>	<b>Street Address 2</b>	
2105 CITYWEST BLVD.	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HOUSTON	TX	77042
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

PRESIDENT AND CHIEF OPERATING OFFICER

---

Last Name	First Name	Middle Name
HANSON	R.	BRIAN
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

---

Last Name	First Name	Middle Name
KOID	TENG	BENG
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

EXECUTIVE VICE PRESIDENT, GLOBAL BUSINESS DEVELOPMENT

---

Last Name	First Name	Middle Name
FRIEDEMANN	CHRISTOPHER	M.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

SENIOR VICE PRESIDENT, CORPORATE MARKETING

---

Last Name	First Name	Middle Name
ROLAND	DAVID	L.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.		
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

SENIOR VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY

---

Last Name	First Name	Middle Name
MORRISON	MICHAEL	L.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

VICE PRESIDENT AND CORPORATE CONTROLLER

---

Last Name	First Name	Middle Name
LAPEYRE, JR.	JAMES	M.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
APPELBAUM	BRUCE	S.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
ELLIOT, JR.	THEODORE	H.
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
MARSH	G.	THOMAS
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
MYERS	FRANKLIN	
Street Address 1	Street Address 2	
2105 CITYWEST BLVD.	SUITE 400	
City	State/Province/Country	ZIP/PostalCode
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

---

Last Name	First Name	Middle Name
NELSON, JR.	S.	JAMES
Street Address 1	Street Address 2	

2105 CITYWEST BLVD.	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
SEITZ	JOHN	N.
<b>Street Address 1</b>	<b>Street Address 2</b>	
2105 CITYWEST BLVD.	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
VLAHAKIS	NICHOLAS	G.
<b>Street Address 1</b>	<b>Street Address 2</b>	
2105 CITYWEST BLVD.	SUITE 400	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
HOUSTON	TX	77042
<b>Relationship:</b> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes <input type="checkbox"/> No <input type="checkbox"/>	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
X Oil & Gas		
Other Energy		

#### 5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
----------------------	-----------	--

No Revenues	No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
X Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)
	Section 3(c)(2)
	Section 3(c)(3)
	Section 3(c)(4)
	Section 3(c)(5)
	Section 3(c)(6)
	Section 3(c)(7)
	Section 3(c)(9)
	Section 3(c)(10)
	Section 3(c)(11)
	Section 3(c)(12)
	Section 3(c)(13)
	Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale 2009-06-01 First Sale Yet to Occur  
X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
BARCLAYS CAPITAL INC.	19714	
(Associated) Broker or Dealer	None	(Associated) Broker or Dealer CRD Number
		None

**Street Address 1**

**Street Address 2**

200 PARK AVENUE

City  
NEW YORK

State/Province/Country  
NY

ZIP/Postal Code  
10166

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States  Foreign/non-US

- CA
- CO
- CT
- IL
- KS
- MD
- MN
- NY
- NC
- PA

**13. Offering and Sales Amounts**

Total Offering Amount      \$40,700,000 USD or Indefinite  
 Total Amount Sold            \$40,700,000 USD  
 Total Remaining to be Sold      \$0 USD or Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions            \$2,035,000 USD  Estimate  
 Finders' Fees                    \$0 USD       Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
ION GEOPHYSICAL CORP	/s/ David L. Roland	David L. Roland	Sr. VP, General Counsel and Corporate Secretary	2009-07-01

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 number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

---