

LEWIS R DEAN  
Form 4  
January 30, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
LEWIS R DEAN

2. Issuer Name and Ticker or Trading Symbol  
MITCHAM INDUSTRIES INC  
[MIND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2006

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

C/O COLLEGE OF BUSINESS  
ADMINISTRATION, P.O. BOX  
2056 SHSU

(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

HUNTSVILLE, TX 77341

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/27/2006		M	A	\$ 7.38	5,000	D
Common Stock	01/27/2006		M	A	\$ 4.06	10,000	D
Common Stock	01/27/2006		M	A	\$ 5.13	25,000	D
Common Stock	01/27/2006		M	A	\$ 5	40,000	D
	01/27/2006		S	D		39,000	D

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Common Stock						\$ 24.12		
Common Stock	01/27/2006		S	10,000	D	\$ 24.03	29,000	D
Common Stock	01/27/2006		S	15,000	D	\$ 24	14,000	D
Common Stock	01/27/2006		S	7,500	D	\$ 24.02	6,500	D
Common Stock	01/27/2006		S	2,500	D	\$ 24.01	4,000	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 number.**

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.38	01/27/2006		M	1,000	06/12/1996 06/12/1997	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 4.06	01/27/2006		M	5,000	07/23/1999 07/23/2000	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 5.13	01/27/2006		M	15,000	07/27/2000 07/27/2001	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 5	01/27/2006		M	15,000	07/18/2001 07/18/2002	Common Stock	15,000	

