

CAPPS ROBERT P
Form 4
December 14, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAPPS ROBERT P

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)
8141 SH 75 SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2011

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

HUNTSVILLE, TX 77342

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

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
MII Common Stock	12/12/2011		M		23,334	A	\$ 4.65 47,764	D
MII Common Stock	12/12/2011		M		10,000	A	\$ 6.4 57,764	D
MII Common Stock	12/12/2011		M		21,110	A	\$ 8.98 78,874	D
MII Common	12/12/2011		S		61,943	D	\$ 16,931 20.82	D

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Stock					(1)		
MII Common Stock	12/13/2011		M	3,890	A	\$ 8.98	20,821 D
MII Common Stock	12/13/2011		S	3,890	D	\$ 20.6 (2)	16,931 D

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

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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)

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
Option to Purchase Common Stock	\$ 4.65	12/12/2011		M	11,667	07/23/2010 07/23/2019	MII Common Stock 11,667
Option to Purchase Common Stock	\$ 4.65	12/12/2011		M	11,667	07/23/2011 07/23/2019	MII Common Stock 11,667
Option to Purchase Common Stock	\$ 6.4	12/12/2011		M	5,000	05/27/2010 05/27/2020	MII Common Stock 5,000
Option to Purchase Common Stock	\$ 6.4	12/12/2011		M	5,000	05/27/2011 05/27/2020	MII Common Stock 5,000
Option to Purchase Common Stock	\$ 8.98	12/12/2011		M	21,110	07/21/2006 07/21/2015	MII Common Stock 21,110

Stock									
Option to Purchase Common Stock	\$ 8.98	12/13/2011		M	3,890	07/21/2006	07/21/2015	MII Common Stock	3,890

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPPS ROBERT P 8141 SH 75 SOUTH HUNTSVILLE, TX 77342	X		Chief Financial Officer	

Signatures

/s/ Robert P.
Capps

12/13/2011

**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.75 to \$20.90, inclusive. The reporting person undertakes to provide to Mitcham Industries, Inc., any security holder of Mitcham Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) of this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.60 to \$20.70, inclusive. .
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.60 to \$20.70, inclusive. .

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.