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ZIEGLER WILLIAM R

Form 4 December 02	2, 2004										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								APPROVAL			
Check thi	is box	Washington, D.C. 20549							3235-0287 January 31		
if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru	rsuant to S (a) of the I	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectio of the Investment Company Act of 1940						xpires: 2005 stimated average urden hours per esponse 0.5			
1(b). (Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> ZIEGLER WILLIAM R			2. Issuer Name and Ticker or Trading Symbol GEOKINETICS INC [GOKN]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) C/O SATTERLEE STEPHENS BURKE & BURKE LLP, 230 PARK AVENUE, 11TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 11/30/2004				(Check all applicable) <u>X</u> Director Officer (give title <u>X</u> 10% Owner Other (specify below)				
NEW YORI	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution I		Date, if TransactionAcquired (A) Code Disposed of (I ay/Year) (Instr. 8) (Instr. 3, 4 and			(A) or of (D) 4 and 5) (A) or	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, \$.01 par value per share						(2)	5,317,804 (1)	I	By limited liability company (1)		
Common Stock, \$.01 par value per share							339,374 <u>(2)</u>	Ι	By partnership		
Common Stock, \$.01 par value							76,056 <u>(3)</u>	D			

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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.

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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Senior Convertible Preferred Stock	\$ 0.3 <u>(4)</u>	11/30/2004		Р	1,295 (<u>4)</u>	11/30/2004	(5)	Common Stock	1,295,000 (<u>4)</u>

Reporting Owners

per share

Reporting Owner Name / Address		Relationships					
1	Director	10% Owner	Officer	Other			
ZIEGLER WILLIAM R C/O SATTERLEE STEPHENS BURKE & BURKE LLP 230 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10169			Х				
Signatures							
/s/ WILLIAM R. ZIEGLER 12/02/2004							

**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) Refers to shares of Common Stock owned by Blackhawk Investors II, L.L.C. ("Blackhawk II"), of which Blackhawk Capital Partners ("BCP") is the sole managing member. The Reporting Person is (i) one of two partners of BCP, the sole managing member of Blackhawk

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II, and (ii) an investor member of Blackhawk II (with direct ownership of approximately 13.48% of the total membership interests). In addition, Somerset Capital Partners ("SCP"), a general partnership in which the Reporting Person has a one-third partnership interest, is an investor member of Blackhawk II (with ownership of 5.593% of the total membership interests). The Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by Blackhawk II that are in excess of his pecuniary interest therein.

Refers to shares of Common Stock owned by SCP, a general partnership in which the Reporting Person is a general partner and owner of one-third of the partnership interests. The Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by SCP that are in excess of his pecuniary interest therein.

The Reporting Person is a party to a certain Shareholders Agreement dated as of May 2, 2003 (the "Shareholders Agreement") by and among the Reporting Person, BPC, Blackhawk I, Blackhawk II, SCP and Steven A. Webster on the one hand, Valentis SB, L.P., a
(3) non-affiliated entity on the other hand, and the issuer. The Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other parties to the Shareholders Agreement, other than to the extent of his pecuniary interest in the shares of Common Stock owned by or through (as the case may be) Blackhawk I, Blackhawk II and SCP.

Refers to shares of Series A Preferred Stock acquired by the Reporting Person. The initial conversion price per share is \$.30 (subject to adjustment); each share of Series A Preferred Stock is immediately convertible into 1,000 shares of common stock of the issuer (subject

- (4) to adjustment upon the occurrence of certain events), at the option of the holder. See note (3) above pertaining to the Shareholders Agreement. The Reporting Person disclaims beneficial ownership of the shares of Series A Preferred Stock (and underlying Common Stock) beneficially owned by the other parties to the Shareholders Agreement.
- (5) Not applicable.

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.