

ZIEGLER WILLIAM R  
Form 4  
December 02, 2004

**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 \*  
ZIEGLER WILLIAM R

2. Issuer Name and Ticker or Trading Symbol  
GEOKINETICS INC [GOKN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2004

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

C/O SATTERLEE STEPHENS  
BURKE & BURKE LLP, 230 PARK AVENUE, 11TH FLOOR

(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

NEW YORK, NY 10169

(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)
Common Stock, \$.01 par value per share				(A) Code V Amount (D) Price	5,317,804 <sup>(1)</sup>	I	By limited liability company <sup>(1)</sup>
Common Stock, \$.01 par value per share					339,374 <sup>(2)</sup>	I	By partnership <sup>(2)</sup>
Common Stock, \$.01 par value					76,056 <sup>(3)</sup>	D	



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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.

- (2) 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.

- (3) 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 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.

- (4) 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 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.

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