

GEOKINETICS INC
Form 4
January 20, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Avista Capital Partners GP, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
65 E. 55TH STREET, 18TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2009

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

NEW YORK, NY 10022

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	01/15/2009		P		554 ⁽⁴⁾	A	\$ 3.05	1,512,122 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/15/2009		P		146 ⁽⁵⁾	A	\$ 3.05	398,732 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾
Common Stock ⁽¹⁾	01/15/2009		P		791 ⁽⁴⁾	A	\$ 3.06	1,512,913 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/15/2009		P		209 ⁽⁵⁾	A	\$ 3.06	398,941 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾

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Common Stock <u>(1)</u>	01/15/2009	P	<u>2,216</u> <u>(4)</u>	A	\$ 3.07	1,515,129 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	584 <u>(5)</u>	A	\$ 3.07	399,525 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	<u>4,748</u> <u>(4)</u>	A	\$ 3.08	1,519,877 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	<u>1,252</u> <u>(5)</u>	A	\$ 3.08	400,777 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	791 <u>(4)</u>	A	\$ 3.1	1,520,668 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	209 <u>(5)</u>	A	\$ 3.1	400,986 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	<u>3,957</u> <u>(4)</u>	A	\$ 3.11	1,524,625 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	<u>1,043</u> <u>(5)</u>	A	\$ 3.11	402,029 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	<u>3,957</u> <u>(4)</u>	A	\$ 3.12	1,528,582 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	<u>1,043</u> <u>(5)</u>	A	\$ 3.12	403,072 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	317 <u>(4)</u>	A	\$ 3.14	1,528,898 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	83 <u>(5)</u>	A	\$ 3.14	403,156 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	475 <u>(4)</u>	A	\$ 3.15	1,529,373 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u> <u>(4)</u>
Common Stock <u>(2)</u>	01/15/2009	P	125 <u>(5)</u>	A	\$ 3.15	403,281 <u>(5)</u>	I <u>(5)</u>	See footnote <u>(3)</u> <u>(5)</u>
Common Stock <u>(1)</u>	01/15/2009	P	<u>4,352</u> <u>(4)</u>	A	\$ 3.17	1,533,725 <u>(4)</u>	I <u>(4)</u>	See footnote <u>(3)</u>

Common Stock <u>(2)</u>	01/15/2009	P	1,148 <u>(5)</u>	A	\$ 3.17	404,429 <u>(5)</u>	I <u>(5)</u>	(4) See footnote <u>(3)</u> <u>(5)</u>
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avista Capital Partners GP, LLC 65 E. 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners, L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore), L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Ben Silbert, General
Counsel

01/20/2009

__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) This acquisition by Avista Capital Partners, L.P. ("Avista") is reported by Avista Capital Partners GP, LLC ("Avista GP") on behalf of Avista in accordance with the Remarks below.
- (2) This acquisition by Avista Capital Partners (Offshore), L.P. ("Offshore") is reported by Avista GP on behalf of Offshore in accordance with the Remarks below.
- (3) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any Reporting Person is the beneficial owner of any securities covered by this statement.
- (4) The shares of Common Stock of Geokinetics, Inc. reported on this line are owned directly by Avista and may be deemed to be indirectly owned by Avista GP, the general partner of Avista.
- (5) The shares of Common Stock of Geokinetics, Inc. reported on this line are owned directly by Offshore and may be deemed to be indirectly owned by Avista GP, the general partner of Offshore.

Remarks:

This Form 4 and all previous and subsequent forms filed by Avista, Offshore or Avista GP ("Avista Joint Filing Affiliates") pursuant to Section 16 of the Securities Exchange Act of 1934 with respect to beneficial ownership in the Company have been continue to be filed jointly so that a filing by any Avista Joint Filing Affiliate is made on behalf of all Avista Joint Filing Affiliates regardless of whether any previous Form filed by any Avista Joint Filing Affiliate has indicated such Form is filed by one reporting person or more than one reporting person. This joint filing arrangement for purposes of filing Forms is consistent with the Joint Filing Agreement filed with the Securities and Exchange Commission as Exhibit 1 to the Schedule 13D filed by Avista on 8, 2006. In accordance with this footnote, this Form 4 is filed by Avista GP, the general partner of Avista and Offshore, on behalf of Avista and Offshore.

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.