
 OMB APPROVAL

 OMB Number: 3636-0058
 Expires: June 30, 19__
 Average estimated burden
 hours per response. 2.60

 SEC FILE NUMBER
 1-13490

 CUSIP NUMBER
 606-501-104

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One):

Form 10-K Form 20-F Form 11-K Form 10-Q Form N-SAR

For Period Ended: January 31, 1998

 Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
 For the Transition Period Ended:

 *
 * Read Instruction (on back page) Before Preparing Form. Please Print or Type. *
 *
 * NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS *
 * VERIFIED ANY INFORMATION CONTAINED HEREIN. *
 *

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

FULL NAME OF REGISTRANT

Mitcham Industries, Inc.

FORMER NAME IF APPLICABLE

ADDRESS OF PRINCIPAL EXECUTIVE OFFICE (STREET AND NUMBER)

44000 Highway 75 South
Huntsville, Texas 77340

CITY, STATE AND ZIP CODE

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [X] (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- [X] (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- [X] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(ATTACH EXTRA SHEETS IF NEEDED)

The Company is not able to timely file its Annual Report on Form 10-KSB for the fiscal year ended January 31, 1998 by the original date, as its audit has not yet been finalized.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Roberto Rios 409 291-2277
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months (or for such shorter) period that the registrant was required to file such reports) been filed? If answer is no, identify report(s). [X] Yes [] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? [] Yes [X] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

=====

Mitcham Industries, Inc.
(NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 1, 1998

By: /s/ Roberto Rios

Vice President - Finance,
Secretary and Treasurer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

***** A T T E N T I O N *****
* Intentional misstatements or omissions of fact constitute Federal Criminal *
* Violations (See 18 U.S.C. 1001). *

GENERAL INSTRUCTIONS

- 1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on form 12b-25 but need

not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. Electronic Filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (Section 232.201 or Section 232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (Section 232.13(b) of this chapter).

[HEIN + ASSOCIATES LLP LETTERHEAD]

May 1, 1998

Mr. Roberto Rios
Mitcham Industries, Inc.
P.O. Box 1175
Huntsville, Texas 77342

Dear Mr. Rios:

You have furnished us with a copy of your "Notification of Late Filing" on Form 12b-25, dated May 1, 1998.

We are in agreement with the comments under Part III of the Form 12b-25 with respect to the reasons why we are unable to furnish our report on the consolidated financial statements of Mitcham Industries, Inc. and its subsidiary on or before the date the Form 10-KSB of Mitcham Industries, Inc. for the year ended January 31, 1998 is required to be filed.

Yours very truly,

Hein + Associates, LLP

HEIN + ASSOCIATES, LLP