FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Malden Guy					2. Issuer Name and Ticker or Trading Symbol MITCHAM INDUSTRIES INC [ MIND ]									heck all a	applicable) rector	10% Owner	
Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 07/12/2007												
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							ne) <mark>X</mark> Fo	dual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
	Tab	le I - Nor	n-Deriv	ative	Se	curitie	es Ac	quired,	Dis	posed o	f, or	Bene	eficia	ılly Ow	ned		
Date					Execution Da Pay/Year) if any		n Date,	, Transaction Dispo		Disposed	urities Acquired (A sed Of (D) (Instr. 3,			nd Sec Ben Owi	urities eficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership
									v	Amount			Price	Trai	saction(s)		(Instr. 4)
MII Common Stock 07/12/				/2007				A		2,000	) <sup>(1)</sup> A		\$2	0 10,000		D	
	Т													/ Owne	d		
perivative Conversion Date Execution Discourity or Exercise (Month/Day/Year) if any		ı Date, ay/Year)	Transa Code ( 8)	Transaction Code (Instr. 3)  Begin and Street Code (Instr. 3, 4 and 5)  Disposed Code (Instr. 3, 4 and 5)		vative vrities nired r osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amoun or Numbe of		ount nber		derivative Securities Beneficially Owned Following Reported	Ownersi Form: Direct (Dor Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	
	75 SOUT  VILLE 7  (  Security (In  mon Stock  Conversio or Exercise Price of Derivative	(First) 75 SOUTH  VILLE TX  (State)  Tab  Security (Instr. 3)  mon Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) 75 SOUTH  VILLE TX 77342  (State) (Zip)  Table I - Note of Conversion or Exercise Price of Derivative (Month/Day/Year)  Table II - I (Month/Day/Year)  3A. Deem Execution if any (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  75 SOUTH  VILLE TX 77342  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  2. Trans Date (Month/I)  mon Stock  Table II - Derivat (e.g., pt  2. Trans Date (Month/I)  (Month/I)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  75 SOUTH  VILLE TX 77342  (State) (Zip)  Table I - Non-Derivative (Month/Day/Yes  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Yes  2. Transaction Date (Month/Day/Yes)  Table III - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Yes)  Table III - Derivative Security (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  Table III - Derivative Security (Month/Day/Year)  Table III - Derivative Security (Month/Day/Year)	(First) (Middle)  (First) (Middle)  75 SOUTH  Table I - Non-Derivative Se Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)	(First) (Middle)  75 SOUTH  3. Date of Earlies 07/12/2007  4. If Amendment 2A. Deer Execution Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies (7/12/2007)  4. If Amendment 2A. Deer Execution Date (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies (7/12/2007)	(First) (Middle)  75 SOUTH  3. Date of Earliest Trans 07/12/2007  4. If Amendment, Date of Earliest Trans 07/12/2007  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  3. Date of Earliest Trans 07/12/2007  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)	(First) (Middle)  75 SOUTH  3. Date of Earliest Transaction (M 07/12/2007  4. If Amendment, Date of Original  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table III - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option  Table III - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option)  Table III - Derivative Securities Acquired (A) or Exercise Price of Derivative Security  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	(First) (Middle)  (First) (Middle)  75 SOUTH  3. Date of Earliest Transaction (Month/07/12/2007  4. If Amendment, Date of Original Filed  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  A Date (Instr. 3, 4 and 5)  MITCHAM INDUSTRIES  MITCHAM INDUSTRIES  MITCHAM INDUSTRIES  3. Date of Earliest Transaction (Month//07/12/2007)  4. If Amendment, Date of Original Filed  2. Deemed Execution Date, if any (Month/Day/Year) of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Date	MITCHAM INDUSTRIES INC [  (First) (Middle)  75 SOUTH  3. Date of Earliest Transaction (Month/Day/Year) 07/12/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  2. Conversion or Exercise (Month/Day/Year)  Conversion Or Exercise (Month/Day/Year)  A 2,0000  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Date (Month/Day/Year)	(First) (Middle)  (First) (Middle)  75 SOUTH  3. Date of Earliest Transaction (Month/Day/Year) 07/12/2007  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  2. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of (Disposed of (Dispo	Conversion of Exercise of Conversion Or Exercise of Exercise of Conversion Or Exercise of Date (Month/Day/Year)   Conversion Or Exercise Of Conversion Or Exercise Of Executive Or Exercise Of Conversion Or Exercise Of Executive Or Exercise Of (Month/Day/Year)   Conversion Or Exercise Of Original Filed (Month/Day/Year)	(First) (Middle)  (First) (Middle)  75 SOUTH  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Fransaction (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  (Code v Amount (A) or Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year) (A) or Derivative Securities (A) or De	MITCHAM INDUSTRIES INC [ MIND ]   Check all a Did Not price of price of perivative Securities Acquired, Disposed of, or Beneficially Owner (Instr. 3)   2. Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Date of Earliest Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Transaction (Month/Day/Year)   4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)   5. A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)   6. Date (Instr. 3)   7. Transaction (Instr. 3, 4 and 5)   7. Transaction (Month/Day/Year)   8. Price of Derivative Securities (Month/Day/Year)   8. Price of Derivative Security (Month/Day/Year)   8. Price of Derivative Securities (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   7. Transaction Date (Month/Day/Year)   8. Price of Derivative Security (Instr. 3, 4 and 5)   7. Transaction Date (Month/Day/Year)   7. Transact	MITCHAM INDUSTRIES INC	Check all applicable)   Director   1.09   Officer (give title   Deliveror   Deliveror   1.09   Officer (give title   Deliveror   Deliver

## Explanation of Responses:

1. Restricted Stock vests 1/3 each year for 3 years beginning on 07/12/2008 and being fully vested on 07/12/2010.

## Remarks:

/s/ Billy F. Mitcham, Jr., Attorney-in-Fact 07/16/2007

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.