

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>LEWIS R DEAN</b>  (Last) (First) (Middle) <b>C/O COLLEGE OF BUSINESS ADMINISTRATION</b> <b>P.O. BOX 2056 SHSU</b>  (Street) <b>HUNTSVILLE TX 77341</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MITCHAM INDUSTRIES INC [ MIND ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/13/2011</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
MII Common Stock	04/13/2011		A		7,330	A	\$4.65	19,830	D	
MII Common Stock	04/13/2011		S		7,330	D	\$15 <sup>(1)</sup>	12,500	D	
MII Common Stock	04/14/2011		A		2,670	A	\$4.65	15,170	D	
MII Common Stock	04/14/2011		A		10,000	A	\$7.2	25,170	D	
MII Common Stock	04/14/2011		A		7,330	A	\$8.98	32,500	D	
MII Common Stock	04/14/2011		S		20,000	D	\$15.51 <sup>(2)</sup>	12,500	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$4.65	04/13/2011		M			7,330	07/23/2010	07/23/2019	MII Common Stock	7,330	\$4.65	2,670	D	
Options to Purchase Common Stock	\$4.65	04/14/2011		M			2,670	07/23/2010	07/23/2019	MII Common Stock	2,670	\$4.65	0	D	
Options to Purchase Common Stock	\$7.2	04/14/2011		M			10,000	07/27/2010	07/27/2020	MII Common Stock	10,000	\$7.2	0	D	
Options to Purchase Common Stock	\$8.98	04/14/2011		M			7,330	07/21/2006	07/21/2015	MII Common Stock	7,330	\$8.98	17,670	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$15.02, inclusive. The reporting person undertakes to provide to Mitcham Industries, Inc., any security holder of Mitcham Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.10 to \$15.98, inclusive.

**Remarks:**

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

04/14/2011

\*\* Signature of Reporting Person

Date

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

\* 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.**