

Lambert Michael K  
 Form 4  
 November 05, 2004

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
 Lambert Michael K

2. Issuer Name and Ticker or Trading Symbol  
 INPUT OUTPUT INC [IO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 12300 PARC CREST DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/04/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President-GX Technology

STAFFORD, TX 77477  
 (City) (State) (Zip)

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

**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  | Price  |   |
| Common stock                    | 11/04/2004                           |  | M                              |   | 45,110  | A \$ 2.49  | 123,310 D   |
| Common Stock                    | 11/04/2004                           |  | M                              |   | 150,365   | A \$ 1.73  | 273,675 D   |
| Common Stock                    | 11/04/2004                           |  | M                              |   | 30,073  | A \$ 1.73  | 303,748 D   |
| Common Stock <sup>(1)</sup>     | 11/04/2004                           |  | S                              |   | 225,548   | D \$ 7.1666  | 78,200 D  |

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

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 control number.

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(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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number Shares |
| Option to purchase common stock            | \$ 2.49  | 11/04/2004                           |  | M                              | 45,110  | 09/13/2004   | 12/31/2004      | Common stock  | 45,110               |
| Option to purchase common stock            | \$ 1.73  | 11/04/2004                           |  | M                              | 150,365   | 09/13/2004   | 11/05/2006      | Common stock  | 150,365              |
| Option to purchase common stock            | \$ 1.73  | 11/04/2004                           |  | M                              | 30,073  | 09/13/2004   | 07/23/2008      | Common stock  | 30,073               |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Lambert Michael K<br>12300 PARC CREST DRIVE<br>STAFFORD, TX 77477 |               |           | President-GX Technology |       |

## Signatures

/s/ Debra A. Addington,  
Attorney-in-fact  
\*\*Signature of Reporting Person

11/05/2004  
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) Sold in connection with a cashless exercise of employee stock options.

## Edgar Filing: Lambert Michael K - Form 4

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