

DAWSON GEOPHYSICAL CO

Form SC 13G/A

March 01, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Dawson Geophysical Company
(Name of Issuer)
Common Stock
(Title of Class of Securities)
239359102
(CUSIP Number)
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 239359102

NAMES OF REPORTING PERSONS:

1 Lewis Decker Dawson

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States of America

SOLE VOTING POWER:

5

NUMBER OF 108,192

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 108,192

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

108,192

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

1.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

CUSIP No. 239359102

Item 1.

| | | |
|-----------|---|---|
| Item 1(a) | Name of Issuer: | Dawson Geophysical Company |
| Item 1(b) | Address of Issuer's Principal Executive Offices | 508 West Wall, Suite 800 Midland, TX 79701 |

Item 2.

| | | |
|-----------|--|---|
| Item 2(a) | Name of Person Filing: | Lewis Decker Dawson |
| Item 2(b) | Address of Principal Business Office or, if None Residence: | 508 West Wall, Suite 800 Midland, TX 79701 |
| Item 2(c) | Citizenship | United States of America |
| Item 2(d) | Title of Class of Securities: | Common Stock |
| Item 2(e) | CUSIP Number: | 239359102 |

Item 3. If this statement is filed pursuant to rule 13d-1(b) or rule 13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

108,192 shares

(b) Percent of Class:

1.4%

CUSIP No. 239359102

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

108,192

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

108,192

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice and Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 28, 2007

(Date)

/s/ L. Decker Dawson

Name: L. Decker Dawson