

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**
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ISSUER

TGC INDUSTRIES INC

CIK: **799165** | IRS No.: **742095844** | State of Incorpor.: **TX** | Fiscal Year End: **1231**
SIC: **1382** Oil & gas field exploration services

Mailing Address
*1304 SUMMIT AVE
STE 2
PLANO TX 75074*

Business Address
*1304 SUMMIT AVE STE 2
PLANO TX 75074
9728811099*

REPORTING OWNER

GARDNER HERBERT M

CIK: **923414**
Type: **4** | Act: **34** | File No.: **001-32472** | Film No.: **06816509**

Mailing Address
*P O BOX 6199
FAIR HAVEN NJ 07704*

Business Address
2125100684

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

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

1. Name and Address of Reporting Person GARDNER HERBERT M			2. Issuer Name and Ticker or Trading Symbol TGC INDUSTRIES INC [TGE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006					
P O BOX 6199			4. If Amendment, Date 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		
(Street) FAIR HAVEN, NJ 07704								
(City)	(State)	(Zip)						

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			
Common Stock	05/04/2006		<u>S</u>		14,500	D	\$15.1	556,460	D	
Common Stock	05/05/2006		<u>S</u>		9,500	D	\$15	546,960	D	
Common Stock	05/05/2006		<u>S</u>		15,000 ⁽²⁾	D	\$15.1	531,960	D	
Common Stock								60,040	I	By Spouse ⁽¹⁾

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Warrants (Series C2)	\$0.95							12/15/2004	12/15/2007	Common Stock	1,820	1,820	I	By Spouse ⁽¹⁾

Stock Option (reload)	\$6.81							10/11/2005	10/10/2010	Common Stock	1,465		1,465	D	
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Explanation of Responses:

1. The Reporting Person disclaims beneficial ownership of shares and warrants owned by spouse.
2. Sold by Reporting Person's Keogh.

Signatures

Herbert M. Gardner

** Signature of Reporting Person

05/08/2006

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.