

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
SEC Accession No. **0001209191-09-004889**

(HTML Version on secdatabase.com)

ISSUER

GEOKINETICS INC

CIK: **314606** | IRS No.: **941690082** | State of Incorporation: **DE** | Fiscal Year End: **0728**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
P.O. BOX 421129
HOUSTON TX 77242

Business Address
1500 CITYWEST BLVD., SUITE
800
HOUSTON TX 77042
(713) 850-7600

REPORTING OWNER

Avista Capital Partners (Offshore), L.P.

CIK: **1374540**
Type: **4** | Act: **34** | File No.: **001-33460** | Film No.: **09546067**

Mailing Address
65 E.55TH STREET, 18TH
FLOOR
NEW YORK NY 10022

Business Address
65 E.55TH STREET, 18TH
FLOOR
NEW YORK NY 10022
212 593-6958

Avista Capital Partners, L.P.

CIK: **1374541**
Type: **4** | Act: **34** | File No.: **001-33460** | Film No.: **09546068**

Mailing Address
65 E.55TH STREET, 18TH
FLOOR
NEW YORK NY 10022

Business Address
65 E.55TH STREET, 18TH
FLOOR
NEW YORK NY 10022
212 593-6958

Avista Capital Partners GP, LLC

CIK: **1374781** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33460** | Film No.: **09546069**

Mailing Address
65 EAST 55TH STREET
18TH FLOOR
NEW YORK NY 10022

Business Address
65 EAST 55TH STREET
18TH FLOOR
NEW YORK NY 10022
212 593-6900

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

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 Avista Capital Partners GP, LLC			2. Issuer Name and Ticker or Trading Symbol GEOKINETICS INC [GOK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009			6. Individual or Joint/Group Filing (Check applicable line) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
65 E. 55TH STREET, 18TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NEW YORK, NY 10022								
(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 ⁽¹⁾	01/22/2009		P		79 ⁽⁴⁾	A	\$3.22	1,541,955 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/22/2009		P		21 ⁽⁵⁾	A	\$3.22	406,599 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾
Common Stock ⁽¹⁾	01/22/2009		P		2,770 ⁽⁴⁾	A	\$3.23	1,544,725 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/22/2009		P		730 ⁽⁵⁾	A	\$3.23	407,329 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾
Common Stock ⁽¹⁾	01/22/2009		P		3,561 ⁽⁴⁾	A	\$3.25	1,548,286 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/22/2009		P		939 ⁽⁵⁾	A	\$3.25	408,268 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾
Common Stock ⁽¹⁾	01/22/2009		P		79 ⁽⁴⁾	A	\$3.28	1,548,365 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/22/2009		P		21 ⁽⁵⁾	A	\$3.28	408,289 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾
Common Stock ⁽¹⁾	01/22/2009		P		475 ⁽⁴⁾	A	\$3.3	1,548,840 ⁽⁴⁾	I ⁽⁴⁾	See footnote ⁽³⁾ ⁽⁴⁾
Common Stock ⁽²⁾	01/22/2009		P		125 ⁽⁵⁾	A	\$3.3	408,414 ⁽⁵⁾	I ⁽⁵⁾	See footnote ⁽³⁾ ⁽⁵⁾

**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					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avista Capital Partners GP, LLC 65 E. 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners, L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		
Avista Capital Partners (Offshore), L.P. 65 EAST 55TH STREET 18TH FLOOR NEW YORK, NY 10022		X		

Explanation of Responses:

- This acquisition by Avista Capital Partners, L.P. ("Avista") is reported by Avista Capital Partners GP, LLC ("Avista GP") on behalf of Avista in accordance with the Remarks below.
- This acquisition by Avista Capital Partners (Offshore), L.P. ("Offshore") is reported by Avista GP on behalf of Offshore in accordance with the Remarks below.
- The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any Reporting Person is the beneficial owner of any securities covered by this statement.
- The shares of Common Stock of Geokinetics, Inc. reported on this line are owned directly by Avista and may be deemed to be indirectly owned by Avista GP, the general partner of Avista.
- The shares of Common Stock of Geokinetics, Inc. reported on this line are owned directly by Offshore and may be deemed to be indirectly owned by Avista GP, the general partner of Offshore.

Remarks:

This Form 4 and all previous and subsequent forms filed by Avista, Offshore or Avista GP ("Avista Joint Filing Affiliates") pursuant to Section 16 of the Securities Exchange Act of 1934 with respect to beneficial ownership in the Company have been and will continue to be filed jointly so that a filing by any Avista Joint Filing Affiliate is made on behalf of all Avista Joint Filing Affiliates, regardless of whether any previous Form filed by any Avista Joint Filing Affiliate has indicated such Form is filed by one reporting person or more than one reporting person. This joint filing arrangement for purposes of filing Forms is consistent with the Joint Filing Agreement filed with the Securities and Exchange Commission as Exhibit 1 to the Schedule 13D filed by Avista on September 8, 2006. In accordance with this footnote, this Form 4 is filed by Avista GP, the general partner of Avista and Offshore, on behalf of Avista and Offshore.

Signatures

/s/ Ben Silbert, General Counsel
** Signature of Reporting Person

01/26/2009
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.