

INPUT OUTPUT INC
Form 8-K
May 18, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report: (Date of earliest event reported): **May 17, 2006**

Input/Output, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-12961
(Commission file number)

22-2286646
(I.R.S. Employer Identification No.)

12300 Parc Crest Drive

Stafford, Texas 77477

(Address of principal executive offices, including Zip Code)

(281) 933-3339
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

Exhibit Number	Description
10.1	Second Amended and Restated Input/Output, Inc. 2004 Long-Term Incentive Plan (filed as Appendix A to the definitive proxy statement for the 2006 Annual Meeting of Stockholders of Input/Output, Inc. as filed with the SEC on April 12, 2006, and incorporated herein by reference).

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 18, 2006

INPUT/OUTPUT, INC.

By: /s/ DAVID L. ROLAND
David L. Roland
Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

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