Edgar Filing: INPUT OUTPUT INC - Form 4

INPUT OUT	PUT INC											
Form 4												
May 17, 2006	5											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB AF	PROVAL			
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check this								Expires:	January 31,			
if no long subject to		GES IN I	BENEFI	CIA	LOW	NERSHIP OF	Estimated a	2005				
Section 10			SECUR	ITIES			burden hours per					
Form 4 or								response				
Form 5 obligation	· · · · · · · · · · · · · · · · · · ·	uant to Section 1				-						
may conti) of the Public Ut	•	•	· ·			n				
<i>See</i> Instru 1(b).	ction	30(h) of the In	vestment	Compan	y Act	t of 194	40					
(Print or Type R	lesponses)											
SMITH SAM K Symbol			Name and			Ig	5. Relationship of Reporting Person(s) to Issuer					
				-	']		(Check all applicable)					
(Last)	Earliest Transaction				V. D.	100	0					
12300 PARC CREST DRIVE(Month/E05/17/2			-				_X_Director10% Owner Officer (give titleOther (specify below)below)					
			ndment, Date Original				6. Individual or Joint/Group Filing(Check					
			th/Day/Year)	-			Applicable Line)					
STAFFORD	, TX 77477						_X_ Form filed by C Form filed by M Person	One Reporting Pe Iore than One Re				
(City)	(State) (2	Zip) Tabl										
(eny)	(blate) (A	Table Table	e I - Non-Do	erivative S	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned			
1.Title of	2. Transaction Date		3. 4. Securities Acquired				Securities	6. Ownership Form: Direct (D) or				
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)									
(1130.3)		(Month/Day/Year)				5)	-	Indirect (I)	Ownership			
		· · · ·			Following	(Instr. 4)	(Instr. 4)					
					(A)		Reported Transaction(s)					
					or		(Instr. 3 and 4)					
G			Code V		(D)	Price	(
Common stock	05/17/2006		А	3,367 (1)	А	\$ 8.91	35,005	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (Instr. 8	tionNu of De Se Ac (A Di of (In	onNumber Expiration			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owna Follo Repo Trans (Instr
				Code V	V (A	r) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
SMITH SAM K 12300 PARC CREST DRIVE STAFFORD, TX 77477	X							
Signatures								
/s/ Debra A. Addington, attorney-in-fact	05/17/2006							
**Signature of Reporting Person		D	ate					
Evolution of Responses:								

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) Issued pursuant to the Input/Output, Inc. Non-Employee Directors' Retainer Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.