UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED APRIL 30, 2003

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

COMMISSION FILE NUMBER 000-25142

MITCHAM INDUSTRIES, INC.
(Name of registrant as specified in its charter)

TEXAS	76-0210849
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8141 SH 75 SOUTH
HUNTSVILLE, TEXAS 77340
(Address of principal executive offices)

(936) 291-2277
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No X

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 8,742,801 shares of Common Stock, $0.01 par value, were outstanding as of June 13, 2003.

MITCHAM INDUSTRIES, INC.
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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

April 30,
January 31,
ASSETS 2003
2003 -------
----- ------

(Unaudited)
CURRENT
ASSETS: Cash
$ 5,164 $
5,170
Accounts
receivable,
net 5,910
3,544 Notes
receivable -
- 12 Prepaid
expenses and
other
current
assets 633
627 --------
---- -------
----- Total
current
assets
11,707 9,353
Seismic
equipment
lease pool,
property and
equipment
90,744
87,126
Accumulated
depreciation
of seismic
equipment
lease pool,
property and
equipment
(57,663)
(52,183)
Other assets
53 44 ------
------ -----

Total assets
$ 44,841 $
44,340
============
============
LIABILITIES
AND
SHAREHOLDERS'
EQUITY
CURRENT
LIABILITIES:
Accounts
payable $
2,784 $
2,424
Current
maturities -
long-term
debt 2,116
2,092
Deferred
revenue 256
216 Wages
payable 602

414 Accrued
expenses and
other
current
liabilities
1,018 914 --
---------- -

Total
current
liabilities
6,776 6,060
Long-term
debt 4,083
4,622 ------
------ -----

Total
liabilities
10,859
10,682
Commitments
and
contingencies
SHAREHOLDERS'
EQUITY:
Preferred
stock, $1.00
par value;
1,000,000
shares
authorized;
none issued
and
outstanding
-- -- Common
stock, $0.01
par value;
20,000,000
shares
authorized;
9,657,801
shares
issued 97 97
Additional
paid-in
capital
61,814
61,814
Treasury
stock, at
cost,
915,000
shares
(4,686)
(4,686)
Accumulated
deficit
(23,562)
(22,122)
Accumulated
other
comprehensive
income
(loss) 319
(1,445) ----
-------- ---

Total
shareholders'
equity
33,982
33,658 -----
------- ----

Total
liabilities
and
shareholders'
equity $
44,841 $

44,340
============
============

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

	THREE MONTHS ENDED APRIL 30,	
	2003	2002
REVENUES:		
Equipment leasing	$ 3,965	$ 3,480
Front-end services	2,071	327
Equipment sales	1,902	3,580
Total revenues	7,938	7,387
COSTS AND EXPENSES:		
Direct costs - seismic leasing	353	352
Direct costs - front-end services	2,406	338
Cost of equipment sales	1,190	3,192
General and administrative	1,702	1,384
Depreciation	3,747	3,863
Total costs and expenses	9,398	9,129
OPERATING LOSS:	(1,460)	(1,742)
Other income (expense) - net	20	(24)
LOSS BEFORE INCOME TAXES	(1,440)	(1,766)
PROVISION FOR INCOME TAXES	--	288
NET LOSS	$ (1,440)	$ (2,054)
Loss per common share		
Basic	$ (.16)	

$ (.23)
Diluted $
(.16) $ (.23)
============
============
Shares used
in computing
loss per
common share
Basic
8,743,000
8,751,000
Dilutive
effect of
common stock
equivalents -
- -- --------
---- --------
---- Diluted
8,743,000
8,751,000
============
============

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	THREE MONTHS ENDED APRIL 30,	
	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,440)	$ (2,054)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	3,747	3,863
Changes in:		
Trade accounts receivable	(2,354)	(661)
Accounts payable, accrued expenses and other current liabilities	686	(5,450)
Other, net	(15)	(123)
Net cash provided by (used in) operating activities	624	(4,425)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of seismic equipment held for lease	(514)	(3,588)
Purchases of property and equipment	(56)	(51)
Disposal of lease pool equipment	455	3,199

- Net cash
used in
investing
activities
(115) (440)
CASH FLOWS
FROM
FINANCING
ACTIVITIES:
Proceeds
from long-
term debt -
- 2,000
Payments on
short-term
borrowings
(515) (341)

- ---------
--- Net
cash
provided by
(used in)
financing
activities
(515) 1,659

- ---------
--- NET
CHANGE IN
CASH (6)
(3,206)
CASH,
BEGINNING
OF PERIOD
5,170 8,244

- ---------
--- CASH,
END OF
PERIOD $
5,164 $
5,038
============
============
SUPPLEMENTAL
CASH FLOW
INFORMATION:
Cash paid
for:
Interest $
79 $ 105
============
============

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

MITCHAM INDUSTRIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The condensed consolidated financial statements of Mitcham Industries, Inc. ("the Company") have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's latest Annual Report to Shareholders and the Annual Report on Form 10-K for the year ended January 31, 2003. In the opinion of the Company, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position as of April 30, 2003; the results of operations for the three months ended April 30, 2003 and 2002; and cash flows for the three months ended April 30, 2003 and 2002, have been included. The foregoing interim results are not necessarily indicative of the results of the operations for the full fiscal year ending January 31, 2004.

2. ORGANIZATION

Mitcham Industries, Inc., a Texas corporation, was incorporated in 1987. Since its organization, the Company has primarily been engaged in the leasing and sales of seismic equipment to the seismic industry worldwide. The Company conducts its business in two reportable segments: Seismic Leasing and Sales ("Seismic") and Front-end Services. The Seismic segment consists of the operations of Mitcham Industries, Inc. and its two wholly-owned subsidiaries, Mitcham Canada Ltd. and Seismic Asia Pacific Pty Ltd. The Front-end Services segment is comprised of the operations of its other wholly-owned subsidiary, Drilling Services, Inc. Segment data is presented in Note 6 to the Condensed Consolidated Financial Statements.

3. EARNINGS PER SHARE

For the quarters ended April 30, 2003 and 2002, the following common stock equivalents were excluded from the earnings per share calculations due to their anti-dilutive effect on EPS.

	QUARTER ENDED APRIL 30, 2003	2002
Stock options	--	22,000
Warrants	--	--
Total anti-dilutive securities	--	22,000

4. RECLASSIFICATIONS

Certain 2002 amounts have been reclassified to conform to the 2003 presentation. Such reclassifications had no effect on net loss.

5. STOCK OPTIONS

The Company accounts for its stock-based compensation plans under Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees. The pro forma information below is based on provisions of Statement of Financial Accounting Standard ("FAS") No.

123, Accounting for Stock-Based Compensation, as amended by FAS 148, Accounting for Stock-Based Compensation-Transition and Disclosure, issued in December 2002.

5. STOCK OPTIONS (continued)

QUARTER ENDED APRIL 30,	2003	2002
PRO FORMA IMPACT OF FAIR VALUE METHOD (FAS 148)		
Reported net loss attributable to common shareholders	$ (1,440)	$ (2,054)
Less: fair value impact of employee stock compensation	(104)	(122)
Pro forma net loss attributable to common shareholders	(1,544)	(2,176)
LOSS PER COMMON SHARE		
Basic - as reported	$ (0.16)	$ (0.23)
Diluted - as reported	$ (0.16)	$ (0.23)
Basic - pro forma	$ (0.18)	$ (0.25)
Diluted - pro forma	$ (0.18)	$ (0.25)
WEIGHTED AVERAGE BLACK-SCHOLES FAIR VALUE ASSUMPTIONS		
Risk free interest rate	5.0%	5.0%
Expected life	3-8 yrs.	3-8 yrs.
Expected volatility	63%	69%
Expected		

dividend yield 0.0% 0.0%

6. SEGMENT DATA

Financial information relating to the Company's segments is as follows:

	Front-end Seismic Services		Total
	(in thousands)		
2002			
Revenues	$ 7,060	$ 327	$ 7,387
Direct costs and cost of equipment sales	3,544	338	3,882
Depreciation & amortization	3,751	112	3,863
Operating loss	(1,389)	(353)	(1,742)
Interest expense	82	2	84
2003			
Revenues	$ 5,867	$ 2,071	$ 7,938
Direct costs and cost of equipment sales	1,533	2,416	3,949
Depreciation & amortization	3,601	146	3,747
Operating loss	(553)	(907)	(1,460)
Interest expense	38	--	38

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Our revenues are directly related to the level of worldwide oil and gas exploration activities and the profitability and cash flows of oil and gas companies and seismic contractors, which in turn are affected by expectations regarding the supply and demand for oil and natural gas, energy prices and finding and development costs.

We lease and sell seismic data acquisition equipment primarily to seismic data acquisition companies and oil and gas companies conducting land and transition zone seismic surveys worldwide. We provide short-term leasing of seismic equipment to meet a customer's requirements and offer maintenance and support during the lease term. The majority of all leases at April 30, 2003 were for a term of one year or less. Seismic equipment held for lease is carried at cost, net of accumulated depreciation. Through our wholly-owned subsidiary, Seismic Asia Pacific Pty Ltd. ("SAP"), we provide equipment, consumables, systems integration, engineering hardware and software maintenance support services to the seismic, hydrographic, oceanographic environment and defense industries throughout South East Asia and Australia. Through our other wholly-owned subsidiary, Drilling Services, Inc. ("DSI"), we provide front-end services to seismic data acquisition contractors. Such services typically include seismic survey program design, quality control, permit acquisition, geographical surveying and shot hole drilling.

SEASONALITY

Historically, seismic equipment leasing has been susceptible to weather patterns in certain geographic regions. There is some seasonality to our expected lease revenues, especially from customers operating in Canada, where a significant percentage of seismic survey activity occurs in the winter months, from November through March. During the months in which the weather is warmer, certain areas are not accessible to trucks, earth vibrators and other equipment because of the unstable terrain. This seasonal leasing activity by our Canadian customers has historically resulted in increased lease revenues in our first and fourth fiscal quarters.

RESULTS OF OPERATIONS

For the three months ended April 30, 2003 and 2002

For the first quarter ended April 30, 2003, consolidated revenues increased 7% to $7.9 million from $7.4 million in the corresponding period of the prior year. This increase is attributable to the inclusion of operations of our subsidiary, DSI, which was formed in late January 2002 and was still in start-up mode in the prior year's first quarter as well as the inclusion of our newest subsidiary, SAP, which was acquired in December 2002. Front-end Services revenues for the quarter ended April 30, 2003, were $2.1 million, compared to $.3 million in the comparable quarter of the prior year. Our core equipment leasing revenues increased approximately $.5 million from the prior year, but was offset by a $1.7 million decrease in seismic equipment sales. Foreign currency translation rates had the effect of increasing April 30, 2003 revenues by approximately $220,000.

For the quarter ended April 30, 2003, we recorded approximately $1.9 million in equipment sales and $1.2 million in cost of sales, generating a gross margin of 37%. Sales made during the current quarter consisted mainly of older equipment. In the prior year, we recorded $3.6 million in equipment sales and $3.2 million in cost of sales that generated a gross margin of 11%. Gross margins on equipment sales may vary significantly between periods due to the mix of new versus older equipment being sold.

During the quarter ended April 30, 2003, the Seismic segment's direct costs of seismic leasing totaled $.4 million, which was unchanged from the prior year's amount. Front-end Services direct costs totaled $2.4 million for the current quarter, compared to $.3 million in the prior year's first quarter. The significant increase in Front-end Services direct costs over the prior year's amount is due to the fact that the segment was in a start-up mode last year. As this segment is labor-intensive, the primary expenses are wage-related expenses. Additionally, Front-end Services direct costs also include explosives and related drilling materials as well as significant equipment repairs and maintenance expenses.

General and administrative expenses for the quarter ended April 30, 2003, increased $318,000 from the corresponding prior year period, $143,000 of which is due to the inclusion of the results of SAP in the current quarter. The remaining increase is primarily due to an increase in insurance, rent and utilities, customer relations and compensation expenses, partially offset by a decrease in investor relation expenses.

Depreciation expense for the quarter ended April 30, 2003, decreased $116,000, or 3%, to $3.7 million from $3.9 million for the same period last year. Foreign currency translation rates had the effect of increasing depreciation expense during the quarter ended April 30, 2003, by approximately $185,000. The decrease in depreciation expense is largely due to the fact that certain equipment reached the end of its depreciable life during the past year, coupled with the sales of assets with remaining depreciable life.

We recorded a net loss for the first quarter ended April 30, 2003, in the amount of $1.4 million, compared to a net loss of $2.1 million for the same period of the previous year.

LIQUIDITY AND CAPITAL RESOURCES

As of April 30, 2003, we had net working capital of approximately $4.9 million as compared to net working capital of $3.3 million at January 31, 2003. Historically, our principal liquidity requirements and uses of cash have been for capital expenditures and working capital and principal sources of cash have been cash flows from operations and issuances of equity securities. Net cash provided by operating activities for the quarter ended April 30, 2003, was $.6 million, as compared to net cash used in operating activities of $4.4 million for the quarter ended April 30, 2002. Net cash used in financing activities for the quarter ended April 30, 2003, was $.5 million, as compared to net cash provided by financing activities of $1.7 million in the prior year's first quarter.

During the quarter ended April 30, 2003, we committed to purchase $1.125 million of land data acquisition equipment by December 31, 2003 and $2.25 million of land data acquisition equipment by December 31, 2004. We expect that cash on hand and cash flows from operations will be sufficient to meet these commitments.

At April 30, 2003, we had trade accounts receivable of $.5 million that were more than 90 days past due. At April 30, 2003, our allowance for doubtful accounts was approximately $.8 million, which management believes is sufficient to cover any losses in our trade accounts receivable.

In certain instances when customers have been unable to repay their open accounts receivable balances, we have agreed to a structured repayment program using an interest bearing promissory note. In these cases, we provide a reserve for doubtful accounts against the balance. Due to the uncertainty of collection, we do not recognize the interest earned until the entire principal balance has been collected. In most cases where we have a chronic collection problem with a particular customer, future business is done on a prepayment basis or if additional credit is extended, revenues are not recognized until collected. Although the extension of repayment terms on open accounts receivables temporarily reduces our cash flow from operations, we believe that this practice is necessary in light of seismic industry conditions and that it has not adversely affected our ability to conduct routine business. Additionally, we occasionally offer extended payment terms on equipment sales transactions. These terms are generally less than one year in duration. Unless there is a question as to collectibility, the sales revenue and cost of goods sold is recognized at the inception of the transaction.

On November 10, 2000, we closed an $8.5 million term loan with First Victoria National Bank. The loan amortized over 48 months and bore interest at the rate of prime plus 1/2%, adjusted daily. The first three monthly payments were interest only, with the remaining 45 monthly payments being principal and interest in the approximate amount of $229,000. In February 2002, we renegotiated our term loan and borrowed an additional $2.0 million. Beginning in March 2002, the 48 monthly payments of principal and interest are approximately $197,000. The loan is collateralized by certain lease pool equipment. Additionally, during fiscal 2002 we borrowed $75,000 under a separate loan agreement in connection with our acquisition of assets related to the formation of DSI. This term loan matured in December 2002, bore interest at the rate of prime minus one percent, and required quarterly repayments in the approximate amount of $19,000.

Capital expenditures for the quarter ended April 30, 2003, totaled approximately $.6 million compared to capital expenditures of $3.6 million for the corresponding period in the prior year. The decline in our current capital expenditures from prior years is a reflection of a continuing decline in seismic data acquisition activity. Unlike in prior years when the majority of equipment we purchased was based on anticipated demand for our services, the majority of our capital expenditures for the 2004 fiscal year was made to fulfill a specific lease contract or was purchased for ultimate resale to a specific customer. At the present time, we believe that cash on hand and

cash provided by future operations will be sufficient to fund our anticipated capital and liquidity needs over the next twelve months. However, should demand warrant, we may pursue additional borrowings to fund capital expenditures.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions in determining the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Significant estimates made by us in the accompanying condensed consolidated financial statements relate to reserves for accounts receivable collectibility and useful lives of our lease pool assets and their valuation.

Critical accounting policies are those that are most important to the portrayal of a company's financial position and results of operation as well as require management's subjective judgment. Below is a brief discussion of our critical accounting policies.

Revenue Recognition

We recognize lease revenue ratably over the term of the lease and recognize sales revenue at the inception of the transaction unless there is a question as to its collectibility. Interest income related to the financing of delinquent customer receivables is not recognized until the entire principal balance has been collected. The Front-end Services segment recognizes income at the time services are provided.

Allowance for Doubtful Accounts

Provisions to the allowance for doubtful accounts are made periodically as conditions warrant based on the expected collectibility of all such receivables. In certain instances when customers have been unable to repay their open accounts receivable balances, we have agreed to a structured repayment program using an interest bearing promissory note. In these cases, we provide a reserve for doubtful accounts against the balance.

Long-Lived Asset Impairment

We review our long-lived lease pool assets for impairment at each reporting date. If our assessment of the carrying amount of such assets exceeds the fair market value in accordance with the applicable accounting regulations, an impairment charge is recorded. No such charge has been recorded for the periods presented.

Income Taxes

We account for our taxes under the liability method, whereby we recognize, on a current and long-term basis, deferred tax assets and liabilities which represent differences between the financial and income tax reporting bases of our assets and liabilities. A valuation allowance is established when uncertainty exists as to the ultimate realization of net deferred tax assets.

We periodically reevaluate these estimates and assumptions as circumstances change. Such factors may significantly impact our results of operations from period to period.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We operate internationally, giving rise to exposure to market risks from changes in foreign exchange rates to the extent that transactions are not denominated in U.S. dollars. We typically denominate the majority of our lease and sales contracts in U.S. and Canadian dollars to mitigate the exposure to fluctuations in foreign currencies.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Within the 90 days prior to the date of this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer (the "Certifying Officers"), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Certifying Officers concluded that our disclosure controls and procedures are effective in timely alerting them to material information to be included in our periodic SEC filings.

(b) Changes in internal controls.

Since the date of the evaluation, there have been no significant changes to our internal controls or in other known factors that could significantly affect internal controls in the future, and there have been no corrective actions due to significant deficiencies or material weaknesses.

FORWARD-LOOKING STATEMENTS AND RISK FACTORS

Certain information contained in this Quarterly Report on Form 10-Q (including statements contained in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in Part II, Item 1. "Legal Proceedings"), as well as other written and oral statements made or incorporated by reference from time to time by us and our representatives in other reports, filings with the Securities and Exchange Commission, press releases, conferences, or otherwise, may be deemed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. This information includes, without limitation, statements concerning our future financial position and results of operations; planned capital expenditures; liquidity and capital resources; business strategy and other plans for future operations; the future mix of revenues from segments and business; commitments and contingent liabilities; and future demand for our services and predicted improvement in energy industry and seismic service industry conditions. When used in this report, the words "anticipate," "believe," "estimate," "expect," "may," and similar expressions, as they relate to the Company and our management, identify forward-looking statements. The actual results of future events described in such forward-looking statements could differ materially from the results described in the forward-looking statements due to the risks and uncertainties set forth below and elsewhere within this Quarterly Report on Form 10-Q.

RECOVERY OF DEMAND FOR LAND BASED SEISMIC DATA NOT ASSURED

Demand for our services depends on the level of spending by oil and gas companies for exploration, production and development activities, as well as on the number of crews conducting land and transition zone seismic data acquisition worldwide, and especially in North America.

LOSS OF SIGNIFICANT CUSTOMERS WILL ADVERSELY AFFECT US

We typically lease and sell significant amounts of seismic equipment to a relatively small number of customers, the composition of which changes from year to year as leases are initiated and concluded and as customers' equipment needs vary. Therefore, at any one time, a large portion of our revenues may be derived from a limited number of customers. In the fiscal years ended January 31, 2001, 2002 and 2003, the single largest customer accounted for approximately 21%, 22% and 13%, respectively, of our total revenues. Because our customer base is relatively small, the loss of one or more customers for any reason would adversely affect our results of operations.

SIGNIFICANT DEFAULTS OF PAST-DUE CUSTOMER ACCOUNTS WOULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS

We had approximately $6.7 million of customer accounts and notes receivable at April 30, 2003, of which $.5 million is over ninety days past due. At April 30, 2003, we had an allowance of $.8 million to cover losses in our receivable balances. Significant payment defaults by our customers in excess of the allowance would have a material adverse effect on our financial position and results of operations.

INTERNATIONAL ECONOMIC AND POLITICAL INSTABILITY COULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS

Our results of operations are dependent upon the current political and economic climate of several international countries in which our customers either operate or are located. International sources (including Canada) accounted for approximately 63% of our revenues in the fiscal year ended January 31, 2003. Since the majority of our lease and sales contracts with our customers are denominated in U.S. and Canadian dollars, there is little risk of loss from fluctuations in foreign currencies. However, our internationally-sourced revenues are still subject to the risk of currency exchange controls (in which payment could not be made in U.S. dollars), taxation policies, and appropriation, as well as to political turmoil, civil disturbances, armed hostilities, and other hazards.

WE MUST CONTINUALLY OBTAIN ADDITIONAL LEASE CONTRACTS

Our seismic equipment leases typically have a term of three to nine months and provide gross revenues that recover only a portion of our capital investment. Our ability to generate lease revenues and profits is dependent on obtaining additional lease contracts after the termination of an original lease. However, lessees are under no obligation to, and frequently do not, continue to lease seismic equipment after the expiration of a lease. Although we have been successful in obtaining additional lease contracts with other lessees after the termination of the original leases, there can be no assurance that we will continue to do so. Our failure to obtain additional leases or extensions beyond the initial lease term would have a material adverse effect on our operations and financial condition.

DEPENDENCE ON KEY PERSONNEL

Our success is dependent on, among other things, the services of certain key personnel, including specifically Billy F. Mitcham, Jr., our Chairman of the Board, President and Chief Executive Officer. Mr. Mitcham's employment agreement had an initial term through January 15, 2002, and is automatically extended on a year-to-year basis until terminated by either party giving 30 days notice prior to the end of the current term (subject to earlier termination on certain stated events). The agreement prohibits Mr. Mitcham from engaging in any business activities that are competitive with our business and from diverting any of our customers to a competitor for two years after the termination of his employment. The loss of the services of Mr. Mitcham could have a material adverse effect on us.

OUR SEISMIC LEASE POOL IS SUBJECT TO TECHNOLOGICAL OBSOLESCENCE

We have a substantial capital investment in seismic data acquisition equipment. The development by manufacturers of seismic equipment of newer technology systems or component parts that have significant competitive advantages over seismic systems and component parts now in use could have an adverse effect on our ability to profitably lease and sell our existing seismic equipment. Significant improvements in technology may also require us to recognize an asset impairment charge to our lease pool investment, and to correspondingly invest significant sums to upgrade or replace our existing lease pool with newer-technology equipment demanded by our customers.

WEATHER CONDITIONS CAUSE SEASONAL RESULTS

The first and fourth quarters of our fiscal year have historically accounted for a greater portion of our revenues than do the second and third quarters of our fiscal year. This seasonality in revenues is primarily due to the increased seismic survey activity in Canada from November through March, which affects us due to our significant Canadian operations. This seasonal pattern may cause our results of operations to vary significantly from quarter to quarter. Accordingly, period-to-period comparisons are not necessarily meaningful and should not be relied on as indicative of future results.

COMPETITION

Competition in the leasing of seismic equipment is fragmented, and we are aware of several companies that engage in seismic equipment leasing. We believe that our competitors, in general, have neither as extensive a seismic equipment lease pool as we do, or similar exclusive lease referral agreements with suppliers. Competition exists to a lesser extent from seismic data acquisition contractors that may lease equipment that is temporarily idle.

We have several competitors engaged in seismic equipment leasing and sales, including seismic equipment manufacturers, companies providing seismic surveys and oil and gas exploration companies that use seismic equipment, many of which have substantially greater financial resources than us. There are also several smaller competitors who, in the aggregate, generate significant revenue from the sale of seismic survey equipment. Pressures from existing or new competitors could adversely affect our business operations.

VOLATILE STOCK PRICES AND NO PAYMENT OF DIVIDENDS

Due to current energy industry conditions, energy and energy service company stock prices, including our stock price, have been extremely volatile. Such stock price volatility could adversely affect our business operations by, among other things, impeding our ability to attract and retain qualified personnel and to obtain additional financing if such financing is ever needed. We have historically not paid dividends on our common stock and do not anticipate paying dividends in the foreseeable future.

POSSIBLE ADVERSE EFFECT OF ANTI-TAKEOVER PROVISIONS; POTENTIAL ISSUANCE OF PREFERRED STOCK

Certain provisions of our Articles of Incorporation and the Texas Business Corporation Act may tend to delay, defer or prevent a potential unsolicited offer or takeover attempt that is not approved by our Board of Directors but that our shareholders might consider to be in their best interest, including an attempt that might result in shareholders receiving a premium over the market price for their shares. Because our Board of Directors is authorized to issue preferred stock with such preferences and rights as it determines, it may afford the holders of any series of preferred stock preferences, rights or voting powers superior to those of the holders of common stock. Although we have no shares of preferred stock outstanding and no present intention to issue any shares of our preferred stock, there can be no assurance that we will not do so in the future.

LIMITATION ON DIRECTORS' LIABILITY

Our Articles of Incorporation provide, as permitted by governing Texas law, that a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, with certain exceptions. These provisions may discourage shareholders from bringing suit against a director for breach of fiduciary duty and may reduce the likelihood of derivative litigation brought by shareholders on behalf of the Company against a director.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, the Company is a party to legal proceedings arising in the ordinary course of business. The Company is not currently a party to any litigation that it believes could have a material adverse effect on the results of operations or financial condition of the Company.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) REPORTS ON FORM 8-K

During the quarter ended April 30, 2003, we filed a Current Report on Form 8-K related to the Company's earnings for the fiscal year ended January 31, 2003.

(b) EXHIBITS

The following documents are filed as exhibits to this Report:

99.1 - Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

99.2 - Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

SIGNATURES

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 thereunto duly authorized.

MITCHAM INDUSTRIES, INC.

Date: June 16, 2003

/s/ CHRISTOPHER C. SIFFERT

CHRISTOPHER C. SIFFERT
CORPORATE CONTROLLER
(AUTHORIZED OFFICER AND PRINCIPAL ACCOUNTING OFFICER)

CERTIFICATION

I, Billy F. Mitcham, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mitcham Industries, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Billy F. Mitcham, Jr.

Billy F. Mitcham, Jr.
Chief Executive Officer
June 16, 2003

CERTIFICATION

I, P. Blake Dupuis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mitcham Industries, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ P. Blake Dupuis

P. Blake Dupuis
Chief Financial Officer
June 16, 2003

EXHIBIT INDEX

99.1 - Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

99.2 - Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

EXHIBIT 99.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Mitcham Industries, Inc. (the "Company") on Form 10-Q for the period ending April 30, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Billy F. Mitcham, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Billy F. Mitcham, Jr.
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Billy F. Mitcham, Jr.
Chief Executive Officer
June 16, 2003

EXHIBIT 99.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Mitcham Industries, Inc. (the "Company") on Form 10-Q for the period ending April 30, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, P. Blake Dupuis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ P. Blake Dupuis
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P. Blake Dupuis
Chief Financial Officer
June 16, 2003