

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

FORM 10-QSB/A

(Mark One)

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

FOR THE PERIOD ENDED JULY 31, 1996

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

COMMISSION FILE NUMBER 81164-D

MITCHAM INDUSTRIES, INC.

(Name of small business issuer as specified in its charter)

TEXAS

76-0210849

(State or other jurisdiction of
Incorporation or organization)

(I.R.S. Employer
Identification No.)

44000 HIGHWAY 75 SOUTH
HUNTSVILLE, TEXAS 77340
(Address of principal executive offices)

(409) 291-2277
(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to
be filed by Section 13 or 15 (d) of the Exchange Act 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
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State the number of shares outstanding of each of the issuer's
classes of common equity, as of the latest practicable date:
4,378,650 shares of Common Stock, \$.01 par value, were outstanding
as of SEPTEMBER 6, 1996.

Transitional Small Business Disclosure Format (check one): Yes No X
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PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Mitcham Industries, Inc. held its 1996 Annual Meeting of Stockholders on June 12, 1996. The purpose of the meeting was to elect seven directors to adopt an amendment to the 1994 Stock Option Plan increasing the number of shares subject to options granted under the plan and to ratify the appointment of Hein + Associates L.L.P. to examine the financial statements for the year ending January 31, 1997. The results of the voting were as follows:

ELECTION OF DIRECTORS:	FOR	WITHHELD
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Billy F. Mitcham, Jr.	2,195,852	400
Paul C. Mitcham	2,194,952	1,300
Roberto Rios	2,195,852	400
William J. Sheppard	2,193,310	2,942
Gordon M. Greve	2,194,852	1,400
Randal D. Lewis	2,194,552	1,700
John F. Schwalbe	2,194,552	1,700

ADOPTION OF AMENDMENT to the 1994 Stock Option Plan to increase the number of shares of Common Stock available for option grants by 100,000.

FOR	AGAINST	ABSTAIN	NON-VOTE
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3,030,048	152,540	23,489	125,458

RATIFICATION OF APPOINTMENT OF HEIN + ASSOCIATES L.L.P. as the Company's independent certified public accountant

3,321,531	6,560	13,792	-
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FOR	AGAINST	ABSTAIN	NON-VOTE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit 11: Computation of Earnings Per Common and Common Equivalent Share for the six months ended July 31, 1996 and 1995.

Exhibit 27: Financial Data Schedule (electronic filing only)

(b) Reports on Form 8-K

On May 14, 1996, the Company filed a Form 8-K on the call for redemption of its publicly traded Common Stock Purchase Warrants ("Warrants").

On June 26, 1996, the Company filed a Form 8-K on the number of warrants exercised and the amount of money raised from the exercise of the warrants.

On July 18, 1996, the Company filed a Form 8-K reporting the extension and amendment of its Exclusive Lease Referral Agreement with Input/Output, Inc. ("I/O").

SIGNATURES

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

MITCHAM INDUSTRIES, INC.

DATE: NOVEMBER 5, 1996

ROBERTO RIOS
CHIEF FINANCIAL OFFICER

5
1,000

6-MOS

JAN-31-1997
MAY-01-1996
JUL-31-1996
6,281
0
3,920
512
825
10,577
12,006
2,624
20,015
3,102
0
0
44
13,118
20,015
1,398
4,344
894
1,005
2,017
153
191
1,363
490
873
0
0
0
873
.20
.20