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DAWSON GEOPHYSICAL CO
Form SC 13G
April 19, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

DAWSON GEOPHYSICAL COMPANY

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

239359102

(CUSIP NUMBER)

April 8, 2005

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 239359102

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Rubicon Master Fund

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4))

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **

OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Rubicon Fund Management Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **
OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE
PERSONS (ENTITIES ONLY)
Rubicon Fund Management LLP

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON ** OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Paul Anthony Brewer

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Jeffrey Eugene Brummette

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
-0-

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SHARES

BENEFICIALLY (6) SHARED VOTING POWER
435,000 (see Item 4)

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **

IN

CUSIP No. 239359102

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
William Francis Callanan

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
-0-

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
435,000 (see Item 4)

OWNED BY

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EACH (7) SOLE DISPOSITIVE POWER
-0-
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **

IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Vilas Gadkari

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
-0-
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
435,000 (see Item 4)
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
-0-
REPORTING

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PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Robert Michael Greenshields

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

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BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **

IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Horace Joseph Leitch III

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 435,000 (see Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
435,000 (see Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
435,000 (see Item 4)

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
5.8%

(12) TYPE OF REPORTING PERSON **
IN

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Item 1.

(a) Name of Issuer

Dawson Geophysical Company, a Texas corporation (the "Company").

(b) Address of Issuer's Principal Executive Offices:

508 West Wall, Suite 800
Midland, Texas 79701

Item 2(a). Name of Person Filing

This statement is filed by (i) Rubicon Master Fund; (ii) Rubicon Fund Management Ltd., with respect to shares beneficially owned by Rubicon Master Fund; (iii) Rubicon Fund Management LLP, with respect to shares beneficially owned by Rubicon Master Fund; (iv) Paul Anthony Brewer, with respect to shares beneficially owned by Rubicon Master Fund; (v) Jeffrey Eugene Brummette, with respect to shares beneficially owned by Rubicon Master Fund; (vi) William Francis Callanan with respect to shares beneficially owned by Rubicon Master Fund; (vii) Vilas Gadkari with respect to shares beneficially owned by Rubicon Master Fund; (viii) Robert Michael Greenshields, with respect to shares beneficially owned by Rubicon Master Fund; and (ix) Horace Joseph Leitch III, with respect to shares beneficially owned by Rubicon Master Fund.

Item 2(b). Address of Principal Business Office

The address of (i) Rubicon Master Fund is P.O. Box 309, Ugland House, George Town, Cayman Islands, (ii) Rubicon Fund Management Ltd. is P.O. Box 309, Ugland House, George Town, Cayman Islands, (iii) Rubicon Fund Management LLP is 103 Mount St., London W1K2TJ, United Kingdom and (iv) each of the individuals is 103 Mount St., London W1K2TJ, United Kingdom.

Item 2(c) Citizenship

Rubicon Master Fund and Rubicon Fund Management Ltd. are companies organized under the laws of the Cayman Islands. Rubicon Fund Management LLP is a Limited Liability Partnership organized under the laws of the United Kingdom. Jeffrey Eugene Brummette, William Francis Callanan, Vilas Gadkari and Horace Joseph Leitch III are citizens of the United States. Paul Anthony Brewer and Robert Michael Greenshields are citizens of the United Kingdom.

(d) Title of Class of Securities

Common Stock, \$.33-1/3 par value ("Common Stock")

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(e) CUSIP Number 239359102

Item 3. Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned

The percentages used herein are calculated based upon the 7,442,794 shares of Common Stock issued and outstanding as of March 1, 2005 as reported in the Company's prospectus (File No: 33-121236) filed pursuant to Rule 424(b)(4) with the Securities and Exchange Commission on March 1, 2005.

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As of the close of business on April 18, 2005

1. Rubicon Master Fund

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

2. Rubicon Fund Management Ltd.

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

3. Rubicon Fund Management LLP

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

4. Paul Anthony Brewer

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

5. Jeffrey Eugene Brummette

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-

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- (ii) Shared power to vote or direct the vote 435,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 435,000

6. William Francis Callanan

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

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7. Vilas Gadkari

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

8. Robert Michael Greenshields

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

9. Horace Joseph Leitch III

- (a) Amount beneficially owned: 435,000
- (b) Percent of class: 5.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote 435,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 435,000

Rubicon Fund Management Ltd., Rubicon Fund Management LLP, Paul Anthony Brewer, Jeffrey Eugene Brummette, William Francis Callanan, Vilas Gadkari, Robert Michael Greenshields and Horace Joseph Leitch III, own directly no shares of Common Stock. Pursuant to Investment Agreements, each of Rubicon Fund Management Ltd., and Rubicon Fund Management LLP share all investment and voting power with respect to the Securities held by Rubicon Master Fund. By reason of the provisions of Rule 13D-3 of the Securities Exchange Act of 1934, as amended, each of Rubicon Fund Management Ltd., Rubicon Fund Management LLP, Paul Anthony Brewer, Jeffrey Eugene Brummette, William Francis Callanan, Vilas Gadkari, Robert Michael Greenshields and Horace Joseph Leitch III may be deemed to own beneficially 435,000 shares of Common Stock (constituting approximately 5.8% of Common Stock outstanding). Each of Rubicon Fund Management Ltd., Rubicon Fund Management LLP, Paul Anthony Brewer, Jeffrey Eugene Brummette, William Francis Callanan, Vilas Gadkari, Robert Michael Greenshields and Horace Joseph Leitch III disclaim beneficial ownership of any securities covered by this statement.

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Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

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Item 8. Identification and Classification of Members of the Group
This statement is filed by:

Not Applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: April 19, 2005

RUBICON MASTER FUND

By: /s/ DAVID DEROSA

Name: David DeRosa
Title: Authorized Person

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RUBICON FUND MANAGEMENT LTD.

By: /s/ DAVID DEROSA

Name: David DeRosa

Title: Authorized Person

RUBICON FUND MANAGEMENT LLP

By: /s/ HORACE JOSEPH LEITCH III

Name: Horace Joseph Leitch III

Title: Authorized Person

PAUL ANTHONY BREWER

By: /s/ PAUL ANTHONY BREWER

Name: Paul Anthony Brewer

JEFFREY EUGENE BRUMMETTE

By: /s/ JEFFREY EUGENE BRUMMETTE

Name: Jeffrey Eugene Brummette

WILLIAM FRANCIS CALLANAN

By: /s/ WILLIAM FRANCIS CALLANAN

Name: William Francis Callanan

CUSIP No. 239359102

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VILAS GADKARI

By: /s/ VILAS GADKARI

Name: Vilas Gadkari

ROBERT MICHAEL GREENSHIELDS

By: /s/ ROBERT MICHAEL GREENSHIELDS

Edgar Filing: DAWSON GEOPHYSICAL CO - Form SC 13G

Name: Robert Michael Greenshields

HORACE JOSEPH LEITCH III

By: /s/ HORACE JOSEPH LEITCH III

Name: Horace Joseph Leitch III