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SEITEL INC Form 4 February 16, 2 FORM Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	4 UNITED S box STATEM Filed pursu Section 17(a)	ENT OF uant to Se) of the P	Wasl CHANG ection 16 ublic Uti	hington, GES IN F SECURI	D.C. 205 BENEFIC TIES Securitie ing Comp	49 CIAL es Extoany	OW change Act of	COMMISSION NERSHIP OF e Act of 1934, E 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response	rs per	
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> KENDRICK MARCIA H			2. Issuer Name and Ticker or Trading Symbol SEITEL INC [SELA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi		le) 3. Date of Earliest Transaction								
			Month/Day/Year))2/15/2005					Director 10% Owner X Officer (give title Other (specify below) Sr. VP, CAO, Interim CFO			
	Filed(Month			endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON, TX 77043								Person			
(City)	(State) (Z	Zip)	Table	e I - Non-De	erivative Se	ecuriti	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3) Restricted	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value $\$.01$	02/15/2005			А	40,000	A	\$ 0	76,028	D		
Common Stock, par value \$.01								1,332	I	By children	

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 (9-02)

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KENDRICK MARCIA H			Sr. VP,				
10811 S. WESTVIEW CIRCLE			CAO,				
BUILDING C, SUITE 100			Interim				
HOUSTON, TX 77043			CFO				

Signatures

/s/ Marcia H.	02/16/2005
Kendrick	02/10/200.

**Signature of Reporting Person Date

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).
- One-third of the restricted stock vests one year from the date of grant, an additional one-third vests two years from date of grant, and the (1) remaining one-third vests three years from the date of grant.

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.