

NATURAL GAS SERVICES GROUP INC

Form 4

March 23, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HUGHES WILLIAM F JR

2. Issuer Name and Ticker or Trading Symbol  
NATURAL GAS SERVICES GROUP INC [NGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
42921 NORMANDY LANE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/19/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LANCASTER, CA 93536

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |                                   |
| Common Stock                    | 03/19/2015                           |  | A                              | (1)<br>5,492<br>18.75   | \$ 17,720   | D  |                                   |
| Common Stock                    | 03/19/2015                           |  | M                              | 2,500<br>16.96  | \$ 20,220   | D  |                                   |
| Common Stock                    | 03/19/2015                           |  | M                              | 2,500<br>13.9   | \$ 22,720   | D  |                                   |

Common Stock 110,500 I By the William and Cheryl Hughes Trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonqualified Stock Option (right to buy)   | \$ 16.96   | 03/19/2015                           |  | M                              | 2,500   | 12/30/2005 12/30/2015                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)   | \$ 13.9  | 03/19/2015                           |  | M                              | 2,500   | 01/01/2007 01/01/2017                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)   | \$ 19.61   |                                      |  |                                |   | 12/31/2007 12/31/2017                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)   | \$ 20.48   |                                      |  |                                |   | 03/31/2008 03/18/2018                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)   | \$ 16.74   |                                      |  |                                |   | 03/31/2010 03/22/2020                                    | Common Stock  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HUGHES WILLIAM F JR<br>42921 NORMANDY LANE<br>LANCASTER, CA 93536 | X             |           |         |       |

## Signatures

/s/ William F.  
Hughes Jr.

03/23/2015

\_\_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).

The acquisition of the 5,492 shares of common stock reflects an award of restricted stock on March 19, 2015, pursuant to the Company's 2009 Restricted Stock/Unit Plan and Independent Director Compensation Policy. The award vests in installments of 1,373 shares

- (1) beginning on March 31, 2016, with additional 1,373 share installments vesting on June 30, September 30 and December 31, 2016, although the award is also subject to accelerated vesting upon the death, disability or retirement of the recipient, or upon a change in control of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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