

Taylor Stephen Charles
 Form 4
 March 19, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Taylor Stephen Charles

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)
 2911 SOUTH COUNTY ROAD
 1260

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2018

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

(Street)
 MIDLAND, TX 79706

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/15/2018 | | A | (A) Code V Amount Price A 56,749 \$ (4) 24.55 | 316,662 | D | |
| Common Stock | | | | | 21,139 | I | By Rabbi Trust |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (1) | 03/15/2018 | | A | 27,951 | (2) (2) | Common Stock 27,951 |
| Restricted Stock Units | (3) | | | | | (3) (3) | Common Stock 42,279 |
| Employee Stock Option | \$ 17.51 | | | | | 09/10/2009 09/10/2018 | Common Stock 25,000 |
| Employee Stock Option | \$ 9.95 | | | | | 01/28/2010 01/28/2019 | Common Stock 30,000 |
| Employee Stock Option | \$ 7.84 | | | | | 03/17/2010 03/16/2019 | Common Stock 23,852 |
| Employee Stock Option | \$ 19.9 | | | | | 01/18/2011 01/17/2020 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taylor Stephen Charles 2911 SOUTH COUNTY ROAD 1260 MIDLAND, TX 79706 | X | | Chief Executive Officer | |

Signatures

Stephen C. Taylor 03/19/2018

**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).
Not Applicable. The acquisition reflects an award of Restricted Stock Units ("RSU") pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. Each RSU represents the right to receive one share of the Company's common stock upon vesting without payment.
- (1) Not Applicable. The RSU award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.
- (2) Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.
The acquisition reflects an award of Restricted Stock pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.
- (3) Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.
The acquisition reflects an award of Restricted Stock pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.
- (4) Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.
The acquisition reflects an award of Restricted Stock pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.

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.