

NATURAL GAS SERVICES GROUP INC
 Form 4
 September 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
 Barney Charles L

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)
 952 ECHO LANE, SUITE 364

3. Date of Earliest Transaction (Month/Day/Year)
 05/17/2005

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

(Street)
 HOUSTON, TX 77024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	639,272	I	By CBarney Investments, Ltd.
Common Stock	09/15/2005	09/15/2005	G	V 45,000 D \$ 0	501,102	I	by Mark X Energy Company

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Warrants	\$ 6.25	05/17/2005	05/17/2005	P		1,098		10/21/2002	10/20/2006	Common Stock	1,
Warrants	\$ 6.25	05/17/2005	05/17/2005	P		1,402		10/21/2002	10/20/2006	Common Stock	1,
Warrants	\$ 6.25	08/18/2005	08/18/2005	C		86,298		10/21/2002	10/20/2006	Common Stock	86
Warrants	\$ 6.25	08/18/2005	08/18/2005	C		391,102		10/21/2002	10/20/2006	Common Stock	391

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barney Charles L 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024		X		
CBarney Investments, Ltd. 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024				10% Owner as Member of Group
Mark X Energy CO 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024				10% Owner as Member of Group

Signatures

Gregory Sergesketter as attorney-in-fact for Charles L. Barney	09/20/2005
**Signature of Reporting Person	Date
Gregory Sergesketter as attorney-in-fact for CBarney Investments, Ltd.	09/20/2005
**Signature of Reporting Person	Date
Gregory Sergesketter as attorney-in-fact for Mark X Energy Co.	09/20/2005

__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).

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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