

HUGHES WILLIAM F JR
 Form 4
 May 22, 2012

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 *
 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)
 05/21/2012

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

LANCASTER, CA 93536
 (City) (State) (Zip)

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

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) Code V Amount (D) Price			
Common Stock					170,500	I	By the William and Cheryl Hughes Trust
Common Stock	05/21/2012		M	2,500 A \$ 5.55	9,000	D	
Common Stock	05/21/2012		M	2,500 A \$ 8	11,500	D	
Common Stock	05/21/2012		M	2,500 A \$ 9.34	14,000	D	

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Common Stock	05/22/2012	S	200	D	\$ 13.53	13,800	D
Common Stock	05/22/2012	S	400	D	\$ 13.52	13,400	D
Common Stock	05/22/2012	S	600	D	\$ 13.51	12,800	D
Common Stock	05/22/2012	S	200	D	\$ 13.5	12,600	D
Common Stock	05/22/2012	S	400	D	\$ 13.49	12,200	D
Common Stock	05/22/2012	S	900	D	\$ 13.48	11,300	D
Common Stock	05/22/2012	S	800	D	\$ 13.47	10,500	D
Common Stock	05/22/2012	S	600	D	\$ 13.46	9,900	D
Common Stock	05/22/2012	S	800	D	\$ 13.45	9,100	D
Common Stock	05/22/2012	S	100	D	\$ 13.44	9,000	D
Common Stock	05/22/2012	S	100	D	\$ 13.42	8,900	D
Common Stock	05/22/2012	S	200	D	\$ 13.41	8,700	D
Common Stock	05/22/2012	S	300	D	\$ 13.4	8,400	D
Common Stock	05/22/2012	S	800	D	\$ 13.39	7,600	D
Common Stock	05/22/2012	S	400	D	\$ 13.38	7,200	D
Common Stock	05/22/2012	S	400	D	\$ 13.37	6,800	D
Common Stock	05/22/2012	S	100	D	\$ 13.36	6,700	D
Common Stock	05/22/2012	S	200	D	\$ 13.34	6,500	D

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

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(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
Nonqualified Stock Option (right to buy)	\$ 5.55	05/21/2012		M		2,500		12/31/2003	12/31/2013	Common Stock	2,500
Nonqualified Stock Option (right to buy)	\$ 9.34	05/21/2012		M		2,500		01/05/2005	01/05/2015	Common Stock	2,500
Nonqualified Stock Option (right to buy)	\$ 16.96							12/30/2005	12/30/2015	Common Stock	2,500
Nonqualified Stock Option (right to buy)	\$ 13.9							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)	\$ 8	05/21/2012		M		2,500		03/31/2009	03/18/2019	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
	X			

HUGHES WILLIAM F JR
42921 NORMANDY LANE
LANCASTER, CA 93536

Signatures

/s/ William F.
Hughes Jr.

05/22/2012

 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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