

NATURAL GAS SERVICES GROUP INC
 Form 4
 September 01, 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 *
 YADON RICHARD 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)
 4444 VERDE GLEN CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2005

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

MIDLAND, TX 79707
 (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)
				Code V Amount (A) or (D) Price			
Common Stock	08/31/2005		S	6,000 D \$ 19.12	273,500	D	
Common Stock	08/31/2005		S	1,000 D \$ 19.25	272,500	D	
Common Stock	08/31/2005		S	100 D \$ 19.3	272,400	D	
Common Stock	08/31/2005		S	700 D \$ 19.4	271,700	D	
Common Stock	08/31/2005		S	900 D \$ 19.43	270,800	D	

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Common Stock	08/31/2005	S	600	D	\$ 19.44	270,200	D
Common Stock	08/31/2005	S	700	D	\$ 19.45	269,500	D
Common Stock	08/31/2005	S	1,000	D	\$ 19.55	268,500	D
Common Stock	08/31/2005	S	1,500	D	\$ 19.7	267,000	D
Common Stock	08/31/2005	S	1,000	D	\$ 19.73	266,000	D
Common Stock	08/31/2005	S	500	D	\$ 19.75	265,500	D
Common Stock	08/31/2005	S	400	D	\$ 19.8	265,100	D
Common Stock	08/31/2005	S	600	D	\$ 19.83	264,500	D

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

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Purchase Warrant (right to buy)	\$ 2.5					03/31/2001	12/31/2006	Common Stock	9,365
Stock Purchase	\$ 3.25					04/24/2002	04/23/2007	Common Stock	5,318

Warrant (right to buy)					
Nonqualified Stock Option (right to buy) <u>(1)</u>	\$ 5.55	12/31/2003	12/31/2013	Common Stock	2,500
Nonqualified Stock Option (right to buy) <u>(1)</u>	\$ 9.34	01/05/2005	01/05/2015	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YADON RICHARD L 4444 VERDE GLEN CT. MIDLAND, TX 79707	X			

Signatures

/s/ Richard L.
Yadon

09/01/2005

 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).

(1) Granted to the reporting person pursuant to the Natural Gas Services Group, Inc. 1998 Stock Option Plan.

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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