

NATURAL GAS SERVICES GROUP INC

Form 4

March 23, 2015

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 *
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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/19/2015		A	(A) or (D) 5,492 (1) \$ 18.75	17,720	D	
Common Stock	03/19/2015		M	2,500 A \$ 16.96	20,220	D	
Common Stock	03/19/2015		M	2,500 A \$ 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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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 42921 NORMANDY LANE 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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