

NATURAL GAS SERVICES GROUP INC  
 Form 4/A  
 February 09, 2016

**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 \*  
 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)  
 508 WEST WALL STREET, SUITE 550

3. Date of Earliest Transaction (Month/Day/Year)  
 01/06/2016

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

(Street)  
 MIDLAND, TX 79701

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/08/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 01/06/2016 <sup>(1)</sup>            |  | A                              | 75,915 <sup>(2)</sup> \$ 22.13                                    | 332,543   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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)                        |
| Nonstatutory Stock Option (right to buy)   | \$ 14.22   |                                      |  |                                |   | 11/21/2007   | 11/21/2016  | Common Stock | 15,000                     |
| Employee Stock Option (right to buy)       | \$ 20.06   |                                      |  |                                |   | 01/15/2009   | 01/15/2018  | Common Stock | 40,000                     |
| Employee Stock Option (right to buy)       | \$ 17.51   |                                      |  |                                |   | 09/10/2009   | 09/10/2018  | Common Stock | 25,000                     |
| Employee Stock Option (right to buy)       | \$ 9.95  |                                      |  |                                |   | 01/28/2010   | 01/28/2019  | Common Stock | 30,000                     |
| Employee Stock Option (right to buy)       | \$ 7.84  |                                      |  |                                |   | 03/17/2010   | 03/16/2019  | Common Stock | 23,852                     |
| Employee Stock Option (right to buy)       | \$ 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<br>508 WEST WALL STREET, SUITE 550<br>MIDLAND, TX 79701 | X             |           | President and CEO |       |

## Signatures

/s/ Stephen C. Taylor                      02/05/2016

\*\*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) This amendment is being filed for the sole purpose of correcting an inadvertent mistake in the original Form 4 regarding the vesting terms of the restricted stock award. The correct vesting terms are set forth in footnote #2 below.

(2) The acquisition of the 75,915 shares of common stock reflects an award of restricted stock on January 6, 2016, pursuant to the Company's 2009 Restricted Stock/Unit Plan. Fifty percent (50%) of the shares underlying the award vest upon the first anniversary of the grant date and the remaining 50% of the shares vest on the second anniversary, subject to the participant's continued employment with the Company and subject to accelerated vesting upon the death, disability or retirement of the participant, 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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