

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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**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)

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

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

4444 VERDE GLEN CT.

(Street)

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

MIDLAND, TX 79707

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| YADON RICHARD L<br>4444 VERDE GLEN CT.<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.