

HUGHES WILLIAM F JR  
 Form 4  
 April 28, 2009

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/18/2008

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

42921 NORMANDY LANE

(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

LANCASTER, CA 93536

(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)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   | Price  |  |
| Common Stock                    |                                      |  |                                |   | 1,500   | D  |  |
| Common Stock                    |                                      |  |                                |   | 170,500   | I  | By the William and Cheryl Hughes Trust |

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

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SEC 1474 (9-02)

number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Nonqualified Stock Option (right to buy)               | \$ 5.55  |                                      |  |                                |   | 12/31/2003 12/31/2013                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)               | \$ 9.34  |                                      |  |                                |   | 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   |                                      |  |                                |   | 03/31/2009 03/18/2019                                    | Common Stock  | 2,500                      |
| Nonqualified Stock Option (right to buy)<br><u>(1)</u> | \$ 20.48   | 03/18/2008                           |  | A                              | 2,500   | 03/31/2008 03/18/2018                                    | Common Stock  | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HUGHES WILLIAM F JR<br>42921 NORMANDY LANE | X             |           |         |       |

LANCASTER, CA 93536

## Signatures

/s/ William F.  
Hughes Jr.

04/28/2009

\_\_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) A quarter of the shares (625 shares) vested on March 31, 2008; another quarter of the shares vested on each of June 30, September 30 and December 31, 2008.

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.