

Taylor Stephen Charles
 Form 4
 January 22, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 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)
 2911 SOUTH COUNTY ROAD
 1260

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2019

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

(Street)
 MIDLAND, TX 79706

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/17/2019 | | M | | 10,311 | A | \$ 9.95 330,973 |
| Common Stock | 01/17/2019 | | S | | 10,311 | D | \$ 17.5 320,662 |
| Common Stock | 01/18/2019 | | M | | 12,444 | A | \$ 9.95 333,106 |
| Common Stock | 01/18/2019 | | S | | 12,444 | D | \$ 17.89 320,662 |
| Common Stock | 01/22/2019 | | M | | 1,200 | A | \$ 9.95 321,862 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|----------------|
| Common Stock | 01/22/2019 | S | 1,200 | D | \$ 17.48 | 320,662 | D | |
| Common Stock | | | | | | 21,139 | I | By Rabbi Trust |

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. SEC 1474 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option | \$ 9.95 | 01/17/2019 | | M | 10,311 | 01/28/2010 | 01/28/2019 | Common Stock | 10,311 |
| Employee Stock Option | \$ 9.95 | 01/18/2019 | | M | 12,444 | 01/28/2010 | 01/28/2019 | Common Stock | 12,444 |
| Common Stock | \$ 9.95 | 01/22/2019 | | M | 1,200 | 01/28/2010 | 01/28/2019 | Common Stock | 1,200 |
| Restricted Stock Units | (1) | | | | | (1) | (1) | Common Stock | 70,230 |
| Employee Stock Option | \$ 7.84 | | | | | 03/17/2010 | 03/16/2019 | Common Stock | 23,852 |
| Employee Stock Option | \$ 19.9 | | | | | 01/18/2011 | 01/17/2020 | Common Stock | 30,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Taylor Stephen Charles
2911 SOUTH COUNTY ROAD 1260 X Chief Executive Officer
MIDLAND, TX 79706

Signatures

Stephen C. 01/22/2019
Taylor

 Signature of Date
Reporting Person

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) Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.

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