

Taylor Stephen Charles
 Form 4
 January 22, 2019

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

(Last) (First) (Middle)
 2911 SOUTH COUNTY ROAD
 1260
 (Street)

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

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

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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.

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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)

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
MIDLAND, TX 79706

X

Chief Executive Officer

Signatures

Stephen C.
Taylor

01/22/2019

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

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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