

Taylor Stephen Charles
 Form 4
 January 25, 2019

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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2019

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

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	01/23/2019		M			1,846	A	\$ 9.95	322,508	D	
Common Stock	01/23/2019		S			1,846	D	\$ 17.21	320,662	D	
Common Stock	01/24/2019		M			1,205	A	\$ 9.95	321,867	D	
Common Stock	01/24/2019		S			1,205	D	\$ 17	320,662	D	
Common Stock	01/25/2019		M			2,994	A	\$ 9.95	323,656	D	

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Common Stock	01/25/2019	S	2,994	D	\$ 17.14	320,662	D	
Common Stock	01/25/2019	M	1,980	A	\$ 7.84	322,642	D	
Common Stock	01/25/2019	S	1,980	D	\$ 17.14	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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 9.95	01/23/2019		M	1,846	01/28/2010	01/28/2019	Common Stock	1,846
Employee Stock Option	\$ 9.95	01/24/2019		M	1,205	01/28/2010	01/28/2019	Common Stock	1,205
Employee Stock Option	\$ 9.95	01/25/2019		M	2,994	01/28/2010	01/28/2019	Common Stock	2,994
Employee Stock Option	\$ 7.84	01/25/2019		M	1,980	03/17/2010	03/16/2019	Common Stock	1,980
Restricted Stock Units	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	70,230
Employee	\$ 19.9					01/18/2011	01/17/2020	Common	30,000

Stock
Option

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Stephen Charles 2911 SOUTH COUNTY ROAD 1260 MIDLAND, TX 79706	X		Chief Executive Officer	

Signatures

Stephen C.
Taylor

01/25/2019

**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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