

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Lawrence G Larry</u> (Last) (First) (Middle) <u>C/O LEGACY RESERVES GP, LLC</u> <u>303 W. WALL STREET, SUITE 1600</u> (Street) <u>MIDLAND TX 79701</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NATURAL GAS SERVICES GROUP INC</u> [ngs] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 03/15/2018 | | A | | 16,000 ⁽¹⁾ | A | \$24.55 | 55,478 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (2) | 03/15/2018 | | A | | 4,000 | | (3) | (3) | Common Stock | 4,000 | \$0 | 4,000 | D | |
| Restricted Stock Units | (4) | | | | | | | (4) | (4) | Common Stock | 15,000 | | 15,000 | D | |
| Employee Stock Option | \$17.81 | | | | | | | 01/25/2012 | 01/24/2021 | Common Stock | 5,000 | | 5,000 | D | |

Explanation of Responses:

- The acquisition reflects an award of Restricted Stock pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.
- Not Applicable. The acquisition reflects an award of Restricted Stock Units ("RSU") pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. Each RSU represents the right to receive one share of the Company's common stock upon vesting without payment.
- The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death or disability of the reporting person, or upon certain change in control events.
- Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.

G. Larry Lawrence 03/19/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.