

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>YADON RICHARD L</u>  (Last) (First) (Middle) 4444 VERDE GLEN CT.  (Street) MIDLAND TX 79707  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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								254,000	D	
Common Stock	11/30/2006		A <sup>(1)</sup>		9,365	A	\$2.5	9,365	D	
Common Stock	11/30/2006		A <sup>(1)</sup>		5,318	A	\$3.25	5,318	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
Stock Purchase Warrant (right to buy)	\$2.5	11/30/2006		D <sup>(1)</sup>			9,365	03/31/2001	12/31/2006	Common Stock	9,365	\$0	0	D	
Stock Purchase Warrant (right to buy)	\$3.25	11/30/2006		D <sup>(1)</sup>			5,318	04/24/2002	04/23/2007	Common Stock	5,318	\$0	0	D	
Nonqualified Stock Options (right to buy)	\$5.55							12/31/2003	12/31/2013	Common Stock	2,500		2,500	D	
Nonqualified Stock Options (right to buy)	\$9.34							01/05/2005	01/05/2015	Common Stock	2,500		2,500	D	
Nonqualified Stock Options (right to buy)	\$16.96							12/30/2005	12/30/2015	Common Stock	2,500		2,500	D	

**Explanation of Responses:**

1. Exercise of in-the-money stock purchase warrant pursuant to Rules 16b-3(d) and 16b-3(e).

/s/ Richard L Yadon

12/01/2006

\*\* 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.