

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Taylor Stephen Charles</u>  (Last) (First) (Middle) 2911 SOUTH COUNTY ROAD 1260  (Street) MIDLAND TX 79706  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2018	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/23/2018		M		3,320	A	\$17.51	319,982	D	
Common Stock	08/23/2018		S		1,306	D	\$22.51	318,676	D	
Common Stock	08/24/2018		S		1,500	D	\$22.45	317,176	D	
Common Stock	08/27/2018		S		514	D	\$22.04	316,662	D	
Common Stock								21,139	I	By Rabbi Trust

**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
Employee Stock Option	\$17.51	03/23/2018		M		3,320	09/10/2009	09/10/2018	Common Stock	3,320	\$0	17,776	D	
Restricted Stock Units	(1)						(1)	(1)	Common Stock	70,230		70,230	D	
Employee Stock Option	\$9.95						01/28/2010	01/28/2019	Common Stock	30,000		30,000	D	
Employee Stock Option	\$7.84						03/17/2010	03/16/2019	Common Stock	23,852		23,852	D	
Employee Stock Option	\$19.9						01/18/2011	01/17/2020	Common Stock	30,000		30,000	D	

**Explanation of Responses:**

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

Stephen C. Taylor

08/27/2018

\*\* 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.