

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>WAIT EARL R</u> _____ _____ _____ (Last) (First) (Middle) <u>5102 TEAKWOOD TRACE</u> _____ _____ _____ (Street) (City) (State) (Zip) <u>MIDLAND TX 79707</u>			2. Issuer Name and Ticker or Trading Symbol <u>NATURAL GAS SERVICES GROUP INC</u> <u>[NGS]</u>			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>VP/Accounting; Treasurer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2010</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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	10/13/2010		S		100	D	\$17.51	17,137 ⁽¹⁾	D	
Common Stock	10/13/2010		S		1,200	D	\$17.52	15,937 ⁽¹⁾	D	
Common Stock	10/13/2010		S		100	D	\$17.53	15,837 ⁽¹⁾	D	
Common Stock	10/13/2010		S		362	D	\$17.54	15,475 ⁽¹⁾	D	
Common Stock	10/13/2010		S		300	D	\$17.55	15,175 ⁽¹⁾	D	
Common Stock	10/13/2010		S		1,500	D	\$17.56	13,675 ⁽¹⁾	D	
Common Stock	10/13/2010		S		1,040	D	\$17.58	12,635 ⁽¹⁾	D	
Common Stock	10/13/2010		S		100	D	\$17.6	12,535 ⁽¹⁾	D	
Common Stock	10/13/2010		S		100	D	\$17.61	12,435 ⁽¹⁾	D	
Common Stock	10/13/2010		S		300	D	\$17.62	12,135 ⁽¹⁾	D	
Common Stock	10/13/2010		S		700	D	\$17.63	11,435 ⁽¹⁾	D	
Common Stock	10/13/2010		S		538	D	\$17.64	10,897 ⁽¹⁾	D	
Common Stock	10/13/2010		S		900	D	\$17.65	9,997 ⁽¹⁾	D	
Common Stock	10/13/2010		S		2,600	D	\$17.68	7,397 ⁽¹⁾	D	
Common Stock	10/13/2010		S		900	D	\$17.75	6,497 ⁽¹⁾	D	
Common Stock	10/13/2010		S		100	D	\$17.81	6,397 ⁽¹⁾	D	
Common Stock	10/13/2010		S		100	D	\$17.83	6,297 ⁽¹⁾	D	
Common Stock	10/13/2010		S		200	D	\$17.84	6,097 ⁽¹⁾	D	
Common Stock	10/13/2010		S		1,400	D	\$17.85	4,697 ⁽¹⁾	D	
Common Stock	10/13/2010		S		900	D	\$17.86	3,797 ⁽¹⁾	D	
Common Stock	10/13/2010		S		200	D	\$17.95	3,597 ⁽¹⁾	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)		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)					

**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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.25							04/23/2003	04/23/2012	Common Stock	9,000		9,000	D	
Employee Stock Option (right to buy) ⁽²⁾	\$14.22							11/21/2007	11/21/2016	Common Stock	5,000		5,000	D	
Employee Stock Option (right to buy) ⁽³⁾	\$7.84							03/17/2010	03/16/2019	Common Stock	11,384		11,384	D	
Employee Stock Option (right to buy) ⁽²⁾	\$17.74							12/09/2010	12/08/2019	Common Stock	10,000		10,000	D	

Explanation of Responses:

- Includes 1,227 shares of common stock received pursuant to an award of restricted stock on January 4, 2010, pursuant to the Company's 2009 Restricted Stock/Unit Plan and is subject to forfeiture. The award vests one year from the grant date subject to the participant's continued employment with the Company and subject to accelerated vesting upon the death, disability or retirement of the participant, or upon a change in control of the Company.
- Granted pursuant to the Company's 1998 Stock Option Plan. The option vests and becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date. Vesting accelerates under certain circumstances.
- Granted pursuant to the Company's 1998 Stock Option Plan. The option vests one year from the date of grant, although vesting accelerates if employment is terminated for any reason.

/s/ Earl R. Wait

10/13/2010

** 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.