

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Taylor Stephen Charles</u> (Last) (First) (Middle) 508 WEST WALL STREET, SUITE 550 (Street) MIDLAND TX 79701 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NATURAL GAS SERVICES GROUP INC [NGS]</u>	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) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2009	
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								1,000	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					
Nonstatutory Stock Option (right to buy) ⁽¹⁾	\$9.22							01/13/2006	08/24/2015	Common Stock	45,000	45,000	D	
Nonstatutory Stock Option (right to buy) ⁽²⁾	\$14.22							11/21/2007	11/21/2016	Common Stock	15,000	15,000	D	
Employee Stock Option (right to buy) ⁽³⁾	\$20.06							01/15/2009	01/15/2018	Common Stock	40,000	40,000	D	
Employee Stock Option (right to buy) ⁽⁴⁾	\$17.51							09/10/2009	09/10/2018	Common Stock	25,000	25,000	D	
Employee Stock Option (right to buy) ⁽⁵⁾	\$9.95	01/28/2009		A		30,000		01/28/2010	01/28/2019	Common Stock	30,000	\$0	30,000	D

Explanation of Responses:

- Such option vests and is exercisable in three equal annual installments beginning January 13, 2006.
- Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in two equal annual installments beginning November 21, 2007.
- Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning January 15, 2009
- Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning September 10, 2009
- Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning January 28, 2010

/s/ Stephen C. Taylor 01/28/2009
 ** 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.

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