SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* YADON RICHARD L	2. Issuer Name **and** Ticker or Trading Symbol NATURAL GAS SERVICES GROUP INC [NGS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 4444 VERDE GLEN COURT	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2009	X Director 10% Owner
(Street)		Officer (give title below) Other (specify below)
MIDLAND TX 79707	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X 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								179,500	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				
Nonqualified Stock Option (right to buy)	$5.55							12/31/2003	12/31/2013	Common Stock	2,500		2,500	D	
Nonqualified Stock Option (right to buy)	$9.34							01/05/2005	01/05/2015	Common Stock	2,500		2,500	D	
Nonqualified Stock Option (right to buy)	$16.96							12/30/2005	12/30/2015	Common Stock	2,500		2,500	D	
Nonqualified Stock Option (right to buy)	$13.9							01/01/2007	01/01/2017	Common Stock	2,500		2,500	D	
Nonqualified Stock Option (right to buy)	$19.61							12/31/2007	12/31/2017	Common Stock	2,500		2,500	D	
Nonqualified Stock Option (right to buy)[1]	$8	03/18/2009		A		2,500		03/31/2009	03/18/2019	Common Stock	2,500	$0	2,500	D	

Explanation of Responses:

1. A quarter of the shares (625 shares) vest on March 31, 2009; another quarter of the shares will vest on each of June 30, September 30 and December 31, 2009.

/s/ Richard L. Yadon   03/20/2009

** 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.

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.