SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hazlett James R	NATURAL GAS SERVICES GROUP INC [ngs]	Director 10% Owner X Officer (give title below) Other (specify below) VP -- Technical Services
(Last) (First) (Middle) 404 VETERANS AIRPARK LANE SUITE 300	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2019	
(Street) MIDLAND TX 79705	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	06/28/2019		A		20,000[1]	A	$17.29	67,792[2]	D	
Common Stock								11,333	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	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[3]							[3]	[3]	Common Stock	7,667		7,667	D	
Employee Stock Option	$17.74							12/09/2010	12/08/2019	Common Stock	10,000		10,000	D	
Employee Stock Option	$17.81							01/25/2012	01/24/2021	Common Stock	10,000		10,000	D	

Explanation of Responses:

1. The acquisition reflects an award of Restricted Stock pursuant to the Company's 2019 Equity Incentive Plan. The award vests in one-third annual increments beginning on the first anniversary of the grant date, subject to accelerated vesting under certain circumstances.

2. The amount of securities beneficially owned has been adjusted to add 210 shares of Company common stock in order to correct an inadvertent error in the number of shares withheld for tax withholding in connection with the Form 4 filed on March 19, 2019.

3. Not Applicable. Each RSU represents the right to receive one share of Company common stock upon vesting without payment.

James R. Hazlett	07/01/2019
** 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.