

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the  
Securities Exchange Act of 1934

March 15, 2004  
Date of Report (date of earliest event reported)

NATURAL GAS SERVICES GROUP, INC  
(Exact name of registrant as specified in its charter)

Colorado

1-31398

75-2811855

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(State or other jurisdiction  
of incorporation)

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(Commission File No.)

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(I. R. S. Employer  
Identification No.)

2911 SCR 1260, Midland, Texas

79706

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(Address of principal executive offices)

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(Zip Code)

(432) 563-3974  
(Registrant's telephone number, including area code)

Item 5. OTHER EVENTS

On March 15, 2004, Wayne L. Vinson, our President and Chief Executive Officer and a member of our Board of Directors, passed away after a battle with lung cancer. Wallace C. Sparkman, a member of our Board of Directors and one of our founders, has been appointed by our Board of Directors as the interim President and Chief Executive Officer to handle our day to day business matters. Our Board of Directors has scheduled a meeting to appoint a new President and Chief Executive Officer.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 16, 2004

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Earl R. Wait

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Earl R. Wait, CFO