

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 | |
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|--|--|---|
| 1. Name and Address of Reporting Person* <u>SELLERS WALLACE O</u> (Last) (First) (Middle) <u>6539 UPPER YORK RD</u> (Street) <u>SOLEBURY PA 18963</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2005</u> | |
| 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 | | | | | | | | 196,091 | I | By Trust ⁽¹⁾ |
| Common Stock | | | | | | | | 196,091 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | | | 103,909 | D | |
| Common Stock | | | | | | | | 158,600 | I | By Wife |
| Common Stock | 01/31/2005 | | X | | 21,936 | A | \$2.5 | 21,936 | D | |
| Common Stock | 01/31/2005 | | X | | 9,032 | A | \$3.25 | 9,032 | 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 | | | | | |
| Nonqualified Stock Option (right to buy) ⁽³⁾ | \$3.88 | | | | | | | 12/31/2002 | 12/31/2012 | Common Stock | 2,500 | 2,500 | D | |
| Stock Warrant (right to buy) | \$2.5 | 01/31/2005 | | X | | 21,936 | | 03/31/2001 | 12/31/2006 | Common Stock | 21,936 | \$0.00 | 0 | D |
| Stock Warrant (right to buy) | \$3.25 | 01/31/2005 | | X | | 9,032 | | 04/24/2002 | 04/23/2007 | Common Stock | 9,032 | \$0.00 | 0 | D |
| Nonqualified Stock Option (right to buy) ⁽³⁾ | \$5.55 | | | | | | | 12/31/2003 | 12/31/2013 | Common Stock | 2,500 | 2,500 | D | |
| Nonqualified Stock Option (right to buy) ⁽³⁾ | \$9.34 | | | | | | | 01/05/2005 | 01/05/2015 | Common Stock | 2,500 | 2,500 | D | |

Explanation of Responses:

- These shares are held and registered in the name of a trust entitled "Trust under deed of Wallace O. Sellers dated June 21, 1991," under which the reporting person's spouse, Naudain Sellers, is a contingent remainder beneficiary. An unrelated third party serves as trustee of this Trust and possesses exclusive control over the investment of the securities therein. The reporting person disclaims beneficial ownership of these securities, and the filing is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- These shares are held by and registered in the name of a trust entitled "Trust under deed of Wallace O. Sellers dated June 22, 1971," under which the reporting person's spouse, Naudain Sellers, is a beneficiary during her lifetime. An unrelated third party serves as trustee of this Trust and possesses exclusive control over the investment of the securities therein. The reporting person disclaims beneficial ownership of these securities, and the filing is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Such options were granted to the reporting person under the Natural Gas 1998 Stock Option Plan.

/s/ Wallace O. Sellers

02/02/2005

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.