

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

1. Name and Address of Reporting Person* <u>Hazlett James R</u>			2. Issuer Name and Ticker or Trading Symbol <u>NATURAL GAS SERVICES GROUP INC</u> [ ngs ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP -- Technical Services</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/22/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
<u>2208 S.C.R. 1084 1/2</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>MIDLAND TX 79706</u>						
(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	01/22/2018		M		198	A	\$17.51	45,141	D	
Common Stock	01/22/2018		S		198	D	\$28.9	44,943	D	
Common Stock	01/23/2018		M		979	A	\$17.51	45,922	D	
Common Stock	01/23/2018		S		979	D	\$28.95	44,943	D	
Common Stock	01/23/2018		S		513	D	\$29	44,430	D	
Common Stock	01/24/2018		M		200	A	\$17.51	44,630	D	
Common Stock	01/24/2018		S		200	D	\$28.9	44,430	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
Employee Stock Option	\$17.51	01/22/2018		M		198		09/10/2009	09/10/2018	Common Stock	198	\$0	1,281	D	
Employee Stock Option	\$17.51	01/23/2018		M		979		09/10/2009	09/10/2018	Common Stock	979	\$0	302	D	
Employee Stock Option	\$17.51	01/24/2018		M		200		09/10/2009	09/10/2018	Common Stock	200	\$0	102	D	
Restricted Stock Units	(I)							(I)	(I)	Common Stock	15,000		15,000	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. Not Applicable. Each RSU represents the right to receive one share of Company common stock upon vesting without payment.

James R. Hazlett 01/24/2018

\*\* 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.

