

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
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1. Name and Address of Reporting Person* <u>SELLERS WALLACE O</u> (Last) (First) (Middle) 6539 UPPER YORK RD (Street) SOLEBURY PA 18963 (City) (State) (Zip)	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) <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) 12/08/2004	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	12/08/2004		G		196,091 ⁽¹⁾	D	\$0.00	0	I	By Trust
Common Stock	12/08/2004		G		196,091 ⁽²⁾	A	\$0.00	196,091	I	By Trust
Common Stock	12/08/2004		G		196,091 ⁽¹⁾⁽³⁾	D	\$0.00	0	I	By Trust
Common Stock	12/08/2004		G		196,091 ⁽⁴⁾	A	\$0.00	196,091	I	By Trust
Common Stock								103,909	D	
Common Stock								158,600	I	By Wife

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) ⁽⁵⁾	\$3.88							12/31/2002	12/31/2012	Common Stock	2,500	2,500	D	
Stock Warrant (right to buy)	\$2.5							03/31/2001	12/31/2006	Common Stock	21,936	21,936	D	
Stock Warrant (right to buy)	\$3.25							04/24/2002	04/23/2006	Common Stock	9,032	9,032	D	
Nonqualified Stock Option (right to buy) ⁽⁵⁾	\$5.55							12/31/2003	12/31/2013	Common Stock	2,500	2,500	D	

Explanation of Responses:

- These shares were held in a grantor retained annuity trust entitled "Trust under deed of Naudain Sellers dated July 11, 2002 (GRAT)" under which the reporting person is the trustee and the reporting person's spouse is a beneficiary. The shares were transferred in connection with the expiration of the annuity period under the GRAT.
- Pursuant to the terms of the GRAT referenced in (1) preceding, these shares were transferred and are 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 were held in a grantor retained annuity trust entitled "Trust under deed of Wallace Sellers dated July 11, 2002 (GRAT)" under which the reporting person's spouse, Naudain Sellers, is the trustee. The shares were transferred in connection with the expiration of the annuity period under the GRAT.
- Pursuant to the terms of the GRAT referenced in (3) preceding, these shares were transferred to and are 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

12/08/2004

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.