

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>Taylor Stephen Charles</u> (Last) (First) (Middle) 2911 SOUTH COUNTY ROAD 1260 (Street) MIDLAND TX 79706 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;">CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2018 | |
| | | 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 | 08/21/2018 | | M | | 3,904 | A | \$17.51 | 320,566 | D | |
| Common Stock | 08/21/2018 | | F | | 1,200 | D | \$22.02 | 319,366 | D | |
| Common Stock | 08/21/2018 | | S | | 2,704 | D | \$22.02 | 316,662 | D | |
| Common Stock | | | | | | | | 21,139 | 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 | | | | |
| Employee Stock Option | \$17.51 | 08/21/2018 | | M | | | 3,904 | 09/10/2009 | 09/10/2018 | Common Stock | 3,904 | \$0 | 21,096 | D | |
| Restricted Stock Units | (I) | | | | | | | (I) | (I) | Common Stock | 70,230 | | 70,230 | D | |
| Employee Stock Option | \$9.95 | | | | | | | 01/28/2010 | 01/28/2019 | Common Stock | 30,000 | | 30,000 | D | |
| Employee Stock Option | \$7.84 | | | | | | | 03/17/2010 | 03/16/2019 | Common Stock | 23,852 | | 23,852 | D | |
| Employee Stock Option | \$19.9 | | | | | | | 01/18/2011 | 01/17/2020 | Common Stock | 30,000 | | 30,000 | D | |

Explanation of Responses:

1. Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.

Stephen C. Taylor 08/23/2018

** 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.

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.