

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-----
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
-----NATURAL GAS SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)Colorado
(State or other jurisdiction of
incorporation or organization)75-2811855
(I.R.S. Employer Identification No.)2911 South County Road 1260
Midland, Texas 79706
(432) 563-3974
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)-----
1998 STOCK OPTION PLAN
(Full title of the plan)
-----Wayne L. Vinson, Chief Executive Officer
2911 South County Road 1260
Midland, Texas 79706
(915) 563-3974
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee (1)
Common Stock, par value \$0.01 per share	97,500	\$5.53	\$539,175	\$43.20
Common Stock, par value \$0.01 per share	12,000	\$2.00	\$24,000	\$1.95
Common Stock, par value \$0.01 per share	33,000	\$3.25	\$107,250	\$8.68
Common Stock, par value \$0.01 per share	7,500	\$3.88	\$29,100	\$2.36
Total	150,000		\$160,350	\$56.19

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, as amended.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the 1998 Stock Option Plan required by Item 1 of Form S-8 will be sent or given to the pertinent individual(s) as specified by Rule 428 under the Securities Act of 1933, as amended. In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. We shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, we shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference into this registration statement the following documents previously filed with the Commission:

A. our Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2002;

B. our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, June 30, 2003, and September 30, 2003;

C. our Current Reports on Form 8-K filed on March 6, 2003, April 14, 2003, May 8, 2003, August 6, 2003 and November 12, 2003;

D. the description of our Common Stock, par value \$.01 per share, set forth in our Registration Statement on Form 8-A filed on July 17, 2002, including any amendment or report filed for the purpose of updating such description; and

E. all documents filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement shall be deemed to be incorporated herein by reference and to be a part of this Registration Statement from the date of the filing of such documents until such time as there shall have been filed a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities remaining unsold at the time of such amendment.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 7-109-102 of the Colorado Business Corporation Act permits a Colorado corporation to indemnify any director against liability if such person acted in good faith and, in the case of conduct in an official capacity with the corporation, that the director's conduct was in the corporation's best interests and, in all other cases, that the director's conduct was at least not opposed to the best interests of the corporation or, with regard to criminal proceedings, the director had no reasonable cause to believe the director's conduct was unlawful.

Section 7-109-103 of the Colorado Business Corporation Act provides that, unless limited by its articles of incorporation, a Colorado corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 3 of Article IX of our articles of incorporation provides that we shall indemnify, to the maximum extent permitted by law in effect from time to time, any person who is or was a director, officer, agent, fiduciary or employee of ours against any claim, liability or expense arising against or incurred by such person made party to a proceeding because such person is or was a director, officer, partner, trustee, employee, fiduciary or agent at our request. We further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

Article VI of our bylaws provides for the indemnification of certain persons.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as a part of this registration statement.

Exhibit Number	Description
4.1	1998 Stock Option Plan (incorporated by reference to Exhibit 10.1 to Registration Statement No. 333-88314).
5	Opinion of Jones & Keller, P.C. regarding legality of securities.
23.1	Consent of HEIN & ASSOCIATES LLP.
23.2	Consent of Jones & Keller, P.C. (included in the opinion filed as Exhibit 5).

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the County of Midland, State of Texas, on December 3, 2003.

NATURAL GAS SERVICES GROUP, INC.

By /s/ Wayne L. Vinson

Wayne L. Vinson, Chief Executive Officer

By /s/ Earl R. Wait

Earl R. Wait, Chief Financial Officer &
Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ William F. Hughes ----- William F. Hughes	Director	December 3, 2003
/s/ Wallace O. Sellers ----- Wallace O. Sellers	Director	December 3, 2003
/s/ Wallace C. Sparkman ----- Wallace C. Sparkman	Director	December 3, 2003
/s/ Gene A. Strasheim ----- Gene A. Strasheim	Director	December 3, 2003
/s/ Wayne L. Vinson ----- Wayne L. Vinson	Director	December 3, 2003
/s/ Richard L. Yadon ----- Richard L. Yadon	Director	December 3, 2003

INDEX TO EXHIBITS

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JONES & KELLER
Attorneys At Law
A Professional Corporation
1625 Broadway
Suite 1600
Denver, Colorado 80202

Telephone (303) 573-1600
Telecopier (303) 573-0769

December 3, 2003

Board of Directors
Natural Gas Services Group, Inc.
2911 South County Road 1260
Midland, Texas 79706

Re: Natural Gas Services Group, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Natural Gas Services Group, Inc., a Colorado corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 150,000 shares of common stock (the "Common Stock") of the Company which may be issued upon the exercise of options granted pursuant to the 1998 Stock Option Plan (the "Plan").

This letter is governed by, and shall be interpreted in accordance with, the Legal Opinion Accord (the "Accord") of the ABA Section of Business Law (1991). As a consequence, it is subject to a number of qualifications, exceptions, definitions, limitations on coverage and other limitations, all as more particularly described in the Accord, and this letter should be read in conjunction therewith.

In connection with this opinion, we have examined the applicable laws of the State of Colorado and relied upon the original, or copies certified to our satisfaction, of (1) the Amended Articles of Incorporation and the Bylaws of the Company; (2) minutes and records of the corporate proceedings of the Company with respect to the establishment of the Plan, the issuance of shares of Common Stock pursuant to options granted pursuant to the Plan; and (3) the Registration Statement and its exhibits. In making the foregoing

Board of Directors
Natural Gas Services Group, Inc.
December 3, 2003
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examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as certified or photostatic copies. As to various questions of fact material to this opinion, and as to the content and form of the Amended Articles of Incorporation, the Bylaws, minutes, records, records, resolutions and other documents or writings of the Company, we have relied, to the extent we deem reasonably appropriate, upon representation or certificates of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independent check or verification of their accuracy.

Based upon our examination, consideration of, and reliance on the documents and other matter described above, we are of the opinion that the shares of Common Stock issued upon the exercise of options granted in accordance with the terms of the Plan, when issued in accordance with such stock options, will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to references to our firm included in or made a part

of the Registration Statement.

Very truly yours,

/s/ Jones & Keller, P.C.

JONES & KELLER, P.C.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference of our report dated February 21, 2003 accompanying the consolidated financial statements of Natural Gas Services Group, Inc., also incorporated by reference in the Form S-8 Registration Statement of Natural Gas Services Group, Inc.

HEIN + ASSOCIATES LLP

Dallas, Texas
December 3, 2003