

Taylor Stephen Charles
 Form 4
 January 30, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Taylor Stephen Charles

2. Issuer Name and Ticker or Trading Symbol
 NATURAL GAS SERVICES GROUP INC [NGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 508 WEST WALL STREET, SUITE 550

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 MIDLAND, TX 79701

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option (right to buy) <u>(1)</u>	\$ 9.22					01/13/2006	08/24/2015	Common Stock	45,000
Nonstatutory Stock Option (right to buy) <u>(2)</u>	\$ 14.22					11/21/2007	11/21/2016	Common Stock	15,000
Employee Stock Option (right to buy) <u>(3)</u>	\$ 20.06					01/15/2009	01/15/2018	Common Stock	40,000
Employee Stock Option (right to buy) <u>(4)</u>	\$ 17.51					09/10/2009	09/10/2018	Common Stock	25,000
Employee Stock Option (right to buy) <u>(5)</u>	\$ 9.95	01/28/2009		A	30,000	01/28/2010	01/28/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor Stephen Charles 508 WEST WALL STREET, SUITE 550 MIDLAND, TX 79701	X		President and CEO	

Signatures

/s/ Stephen C. Taylor 01/28/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Such option vests and is exercisable in three equal annual installments beginning January 13, 2006.
- (2) Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in two equal annual installments beginning November 21, 2007.
- (3) Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning January 15, 2009
- (4) Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning September 10, 2009
- (5) Granted pursuant to the Company's 1998 Stock Option Plan. The option is exercisable in three equal annual installments beginning January 28, 2010

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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