

NATURAL GAS SERVICES GROUP INC

Form 4

March 27, 2017

**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... 0.5Check 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 \*  
HUGHES WILLIAM F JR2. 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)  
42921 NORMANDY LANE  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
03/23/2017☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

LANCASTER, CA 93536

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	03/23/2017		A	399 <sup>(1)</sup> A	\$ 25.05	39,063	D
Common Stock					110,500	D	

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

**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 control  
number.**SEC 1474  
(9-02)

**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 (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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	03/23/2017		A	3,593	(3) (3)	Common Stock 3,59
Nonqualified Stock Option	\$ 19.61					12/31/2007 12/31/2017	Common Stock 2,50
Nonqualified Stock Option	\$ 20.48					03/31/2008 03/31/2018	Common Stock 2,50
Nonqualified Stock Option	\$ 16.74					03/31/2010 03/31/2020	Common Stock 5,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES WILLIAM F JR 42921 NORMANDY LANE LANCASTER, CA 93536	X			

## Signatures

William F.  
Hughes, Jr. 03/27/2017

\_\_Signature of Date  
Reporting Person

## 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).

The acquisition of the 399 shares of common stock reflects an award of restricted stock pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended, and Independent Director Compensation Policy. The award vests in installments of 100 shares beginning on

(1) March 31, 2018, with additional 100 share installments vesting on June 30 and September 30, 2018 and 99 shares on December 31, 2018, although the award is also subject to accelerated vesting upon the death, disability or retirement of the recipient, or upon a change in control of the Company.

(2)

## Edgar Filing: NATURAL GAS SERVICES GROUP INC - Form 4

Not Applicable. The acquisition reflects an award of Restricted Stock Units ("RSU") pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended, and Independent Director Compensation Policy. Each RSU represents the right to receive one share of the Company's common stock upon vesting without payment.

- (3) Not Applicable. The RSU for 3,593 shares vests in installments of 898 shares beginning on March 31, 2018, with additional 898 share installments vesting on June 30 and September 30, 2018 and 899 shares on December 31, 2018, although the award is also subject to accelerated vesting upon the death, disability or retirement of the recipient, or upon a change in control of the Company.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.