

HUGHES WILLIAM F JR

Form 4

March 19, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGHES WILLIAM F JR

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)
42921 NORMANDY LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/15/2018		A	407 ⁽¹⁾ A	\$ 24.55	37,970	D
Common Stock					110,500	I	By the William & Cheryl Hughes Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)		8. Pr Dep Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	03/15/2018		A		3,665		(3)	(3)	Common Stock	3,665	\$
Restricted Stock Units	(4)							(4)	(4)	Common Stock	3,593	

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. 03/19/2018

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) The acquisition of the 407 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 101 shares beginning on March 31, 2019, with additional 102 share installments vesting on June 30, September 30 and December 31, 2019, although the award is also subject to accelerated vesting upon the death or disability of the recipient, or upon a change in control of the Company.

(2) 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.

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- Not Applicable. The RSU for 3,665 shares vests in installments of 917 shares beginning on March 31, 2019, with additional 916 share
- (3) installments vesting on June 30, September 30 and December 31, 2019, although the award is also subject to accelerated vesting upon the death or disability of the recipient, or upon a change in control of the Company.
- (4) Not Applicable. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.

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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