

Taylor Stephen Charles  
 Form 4  
 February 16, 2018

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

OMB APPROVAL

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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)  
 2911 SOUTH COUNTY ROAD  
 1260  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2018

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

MIDLAND, TX 79706

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/14/2018                           |  | M                              |   | 21,139 (1)  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 21,139 (2)  | I  |                                   |
| Common Stock                    | 02/14/2018                           |  | F                              |   | 1,278   | D  | \$ 26.3                           |
|                                 |                                      |  |                                |   | 259,913   | D  |                                   |

By Rabbi Trust

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

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SEC 1474 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 02/14/2018                           |  | M                              | 21,139  | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock 21,139   |
| Employee Stock Option                      | \$ 17.51   |                                      |  |                                |   | 09/10/2009 09/10/2018                                    | Common Stock 25,000   |
| Employee Stock Option                      | \$ 9.95  |                                      |  |                                |   | 01/28/2010 01/28/2019                                    | Common Stock 30,000   |
| Employee Stock Option                      | \$ 7.84  |                                      |  |                                |   | 03/17/2010 03/16/2019                                    | Common Stock 23,852   |
| Employee Stock Option                      | \$ 19.9  |                                      |  |                                |   | 01/18/2011 01/17/2020                                    | Common Stock 30,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Taylor Stephen Charles<br>2911 SOUTH COUNTY ROAD 1260<br>MIDLAND, TX 79706 | X             |           | CEO     |       |

## Signatures

Stephen C. Taylor  
02/16/2018  
\*\*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 shares were issued in connection with the vesting of Restricted Stock Units on a one-for-one basis and are held in a Rabbi Trust under the Company's Non-Qualified Deferred Compensation Plan.
- (2) Shares are held in a Rabbi Trust pursuant to the Company's Non-qualified Deferred Compensation Plan.
- (3) Not Applicable. Each RSU represents the 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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