

NATURAL GAS SERVICES GROUP INC

Form 4

March 24, 2014

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 *
CHISHOLM JOHN

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)
539 GREEN ISLE BEACH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2014

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

MONTGOMERY, TX 77356

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 (A) or (D)	Price	
Common Stock	03/20/2014		A		3,288 (1)	\$ 30.41	10,788 D

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)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 19.61					12/31/2007	12/31/2017	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 13.9					01/01/2007	01/01/2017	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 8					03/31/2009	03/18/2019	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 20.48					03/31/2008	03/18/2018	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 16.74					03/31/2010	03/22/2020	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHISHOLM JOHN 539 GREEN ISLE BEACH MONTGOMERY, TX 77356	X			

Signatures

/s/ JOHN W.
CHISHOLM 03/24/2014

____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 3,288 shares of common stock reflects an award of restricted stock on March 20, 2014, pursuant to the Company's 2009 Restricted Stock/Unit Plan and Independent Director Compensation Policy. The award vests in installments of 822 shares beginning on March 31, 2015, with additional 822 share installments vesting on June 30, September 30 and December 31, 2015, 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.

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