

HUGHES WILLIAM F JR  
 Form 4  
 April 02, 2019

**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 \*  
 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/29/2019

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

42921 NORMANDY LANE

(Street)

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

LANCASTER, CA 93536

(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)    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                      |
| Common Stock                    | 03/29/2019                           |  | A                              | 578 <sup>(1)</sup> A \$ 17.29                                     | 38,548  | D  |                                      |
| Common Stock                    |                                      |  |                                |   | 4,509   | I  | By Rabbi Trust                       |
| Common Stock                    |                                      |  |                                |   | 106,200   | I  | By the William & Cheryl Hughes Trust |

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 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 Deriv Secur (Instr            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------------|
| Restricted Stock Units                     | (2)  | 03/29/2019                           |  | A                              | 5,206 (3)   | (2) (2)  | Common Stock  | Amount or Number of Shares 5,206 \$ |

## Reporting Owners

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

## Signatures

William F. Hughes, Jr. 04/02/2019  
 \*\*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).  
 The acquisition of the 578 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 144 shares beginning on (1) March 31, 2020, with additional 144 (or 145) share installments vesting on June 30, September 30 and December 31, 2020, 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. Each Restricted Stock Unit represents a right to receive one share of Company common stock upon vesting without payment.  
 (3)

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The acquisition of the 5,206 Restricted Stock Units reflects an award pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended, and Independent Director Compensation Policy. The award vests in installments of 1,301 shares beginning on March 31, 2020, with additional 1,301 (or 1,302) share installments vesting on June 30, September 30 and December 31, 2020, 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.

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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