

HUGHES WILLIAM F JR

Form 4

March 20, 2009

**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)  
03/18/2009

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

LANCASTER, CA 93536

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)            |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,500                                                                                                              | D                                                                    |                                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 170,500                                                                                                            | I                                                                    | By the<br>William<br>and Cheryl<br>Hughes<br>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  
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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<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------|
|                                                       |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                              |                                        |
| Nonqualified<br>Stock Option<br>(right to buy)        | \$ 5.55                                                            |                                         |                                                             |                                      |                                                                                                                 | 12/31/2003                                                     | 12/31/2013                                                       | Common<br>Stock 2,500                  |
| Nonqualified<br>Stock Option<br>(right to buy)        | \$ 9.34                                                            |                                         |                                                             |                                      |                                                                                                                 | 01/05/2005                                                     | 01/05/2015                                                       | Common<br>Stock 2,500                  |
| Nonqualified<br>Stock Option<br>(right to buy)        | \$ 16.96                                                           |                                         |                                                             |                                      |                                                                                                                 | 12/30/2005                                                     | 12/30/2015                                                       | Common<br>Stock 2,500                  |
| Nonqualified<br>Stock Option<br>(right to buy)        | \$ 13.9                                                            |                                         |                                                             |                                      |                                                                                                                 | 01/01/2007                                                     | 01/01/2017                                                       | Common<br>Stock 2,500                  |
| Nonqualified<br>Stock Option<br>(right to buy)        | \$ 19.61                                                           |                                         |                                                             |                                      |                                                                                                                 | 12/31/2007                                                     | 12/31/2017                                                       | Common<br>Stock 2,500                  |
| Nonqualified<br>Stock Option<br>(right to buy)<br>(1) | \$ 8                                                               | 03/18/2009                              |                                                             | A                                    | 2,500                                                                                                           | 03/31/2009                                                     | 03/18/2019                                                       | Common<br>Stock 2,500                  |

## 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

/s/ William F.  
Hughes Jr.

03/20/2009

\_\_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) A quarter of the shares (625 shares) vest on March 31, 2009; another quarter of the shares will vest on each of June 30, September 30 and December 31, 2009.

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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