

HUGHES WILLIAM F JR

Form 4

March 30, 2012

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)
03/28/2012

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

LANCASTER, CA 93536

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
 X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/28/2012		A		2,500 <u>(1)</u>	A	\$ 13.43	6,500	D
Common Stock								170,500	I
									By the William and Chery Hughes 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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 5.55					12/31/2003 12/31/2013	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 9.34					01/05/2005 01/05/2015	Common Stock 2,500
Nonqualified Stock Option (right to buy)	\$ 16.96					12/30/2005 12/30/2015	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)	\$ 19.61					12/31/2007 12/31/2017	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
HUGHES WILLIAM F JR 42921 NORMANDY LANE LANCASTER, CA 93536	X

Signatures

/s/ William F. Hughes Jr.	03/30/2012
**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 2,500 shares of common stock reflects an award of restricted stock on March 28, 2012, pursuant to the Company's 2009 Restricted Stock/Unit Plan. The award vests in installments of 625 shares beginning on March 31, 2013, with additional 625 share installments vesting on June 30, September 30 and December 31, 2013, 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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