

HUGHES WILLIAM F JR
 Form 4
 March 19, 2018

FORM 4

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

OMB APPROVAL

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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)
 03/15/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| Common Stock | 03/15/2018 | | A | 407 ⁽¹⁾ A | \$ 24.55 37,970 | D | |
| Common Stock | | | | | 110,500 | I | By the William & Cheryl Hughes Trust |

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

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- Not Applicable. The RSU for 3,665 shares vests in installments of 917 shares beginning on March 31, 2019, with additional 916 share
- (3) installments vesting on June 30, September 30 and December 31, 2019, 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.
- (4) Not Applicable. Each Restricted Stock Unit represents a 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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