

NATURAL GAS SERVICES GROUP INC

Form 4

March 27, 2017

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 *
 Hazlett James R

 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)

2208 S.C.R. 1084 1/2

(Street)

 3. Date of Earliest Transaction
 (Month/Day/Year)
 03/23/2017

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

VP -- Technical Services

MIDLAND, TX 79706

 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)
Common Stock	03/21/2017		A	(A) or (D) A	5,000 (1) \$ 25.05	65,890	D

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

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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)	Amount or Number of Shares
Restricted Stock Unit	(2)	03/23/2017		A	15,000	(3) (3)	Common Stock	15,000
Employee Stock Option	\$ 17.51					09/10/2009 09/10/2018	Common Stock	5,000
Employee Stock Option	\$ 17.74					12/09/2010 12/08/2019	Common Stock	10,000
Employee Stock Option	\$ 17.81					01/25/2012 01/24/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hazlett James R 2208 S.C.R. 1084 1/2 MIDLAND, TX 79706	VP -- Technical Services

Signatures

James R. Hazlett 03/27/2017
 **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 5,000 shares of common stock reflects an award of restricted stock pursuant to the Company's 2009 Restricted Stock/Unit Plan. The award vests in one-third annual increments beginning upon the first anniversary of the grant date, subject to the participant's continued employment with the Company and subject to accelerated vesting upon death, disability or retirement of the participant, or upon a change in control of the Company.

(2) Not Applicable. The acquisition reflects an award of Restricted Stock Units ("RSU") pursuant to the Company's 2009 Restricted Stock/Unit Plan, as amended. Each RSU represents the right to receive one share of the Company's common stock upon vesting without payment.

(3)

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Not Applicable. The RSU award vests in one-third annual increments beginning on the first anniversary of the grant date, subject to the reporting person's continued employment with the Company and subject to accelerated vesting upon death, disability or retirement of the reporting person, or upon a change in control.

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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