

NATURAL GAS SERVICES GROUP INC

Form 4

May 23, 2005

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 *
 Barney Charles L

 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)

952 ECHO LANE, SUITE 364

(Street)

HOUSTON, TX 77024

(City)

(State)

(Zip)

 3. Date of Earliest Transaction
 (Month/Day/Year)
 05/20/2005

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

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

 6. Individual or Joint/Group Filing(Check Applicable Line)
 _____ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Warrants	\$ 6.25	05/20/2005	P		100		10/21/2002	10/20/2006	Common Stock	100		
Warrants	\$ 6.25	05/23/2005	P		1,000		10/21/2002	10/20/2006	Common Stock	1,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barney Charles L 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024		X		
CBarney Investments, Ltd. 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024				10% Owner as Member of Group
Mark X Energy CO 952 ECHO LANE, SUITE 364 HOUSTON, TX 77024				10% Owner as Member of Group

Signatures

/s/ Telisa Webb Schelin as attorney-in-fact for Charles L. Barney 05/23/2005

**Signature of Reporting Person Date

/s/ Telisa Webb Schelin as attorney-in-fact for CBarney Investments, Ltd

05/23/2005

**Signature of Reporting Person

Date

/s/ Telisa Webb Schelin as attorney-in-fact for Mark X Energy Co. 05/23/2005

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.