

NATURAL GAS SERVICES GROUP INC

Form 10-Q/A

May 31, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **March 31, 2007**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission File Number 1-31398
NATURAL GAS SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

75-2811855
(I.R.S. Employer
Identification No.)

2911 SCR 1260
Midland, Texas 79706
(Address of principal executive offices)
(432) 563-3974

(Issuer's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

| Class | Outstanding at May 09, 2007 |
|-------------------------------|------------------------------------|
| Common Stock, \$.01 par value | 12,069,166 |

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Explanatory Note

Natural Gas Services Group, Inc. (the Company) filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 (the Original Quarterly Report) with the Securities and Exchange Commission on May 10, 2007 (the Original Filing Date). The Company is filing this Amendment on Form 10-Q/A for the sole purpose of amending Exhibits 31.1 and 31.2 (collectively, the Exhibits) of the Original Quarterly Report to include paragraph 4(b) as required by Regulation S-K Item 601(b)(31). Paragraph 4(b) was inadvertently omitted from the Exhibits as filed with the Original Quarterly Report. No modification or update to the Original Quarterly Report is otherwise effected by this Amendment, nor does this Amendment reflect any events occurring after the Original Filing Date.

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SIGNATURES

Certification Pursuant to Section 302

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NATURAL GAS SERVICES GROUP,
INC.

/s/ Stephen C. Taylor

Stephen C. Taylor
President and Chief Executive Officer

May 31, 2007

/s/ Earl R. Wait

Earl R. Wait
Principal Accounting Officer and
Treasurer