

Hazlett James R  
Form 4  
March 27, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
03/23/2019

\_\_\_\_ 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) |        |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|----------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |        |                |
| Common Stock                    | 03/23/2019                           |  | M                              |   | 5,000   | A  | 11,333                            |        | By Rabbi Trust |
| Common Stock                    | 03/23/2019                           |  | F                              |   | 616   | D  | \$ 16.89                          | 55,682 | D              |
| Common Stock                    | 03/26/2019                           |  | S                              |   | 1,000   | D  | \$ 17.26                          | 54,682 | D              |
| Common Stock                    | 03/27/2019                           |  | S                              |   | 1,000   | D  | \$ 17.33                          | 53,682 | 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)

| 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 Units                     | (2)  | 03/23/2019                           |  | M                              | 5,000   | (2) (2)  | 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<br>2208 S.C.R. 1084 1/2<br>MIDLAND, TX 79706 |               |           | VP -- Technical Services |       |

## Signatures

James R. Hazlett                      03/27/2019  
 \*\*Signature of                      Date  
 Reporting Person

## 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 shares were issued to the reporting person in connection with the vesting of Restricted Stock Units on a one-for-one basis and are held in a Rabbi Trust under the Company's Non-Qualified Deferred Compensation Plan.

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(2) Not Applicable. Each RSU 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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