

NATURAL GAS SERVICES GROUP INC

Form 4/A

March 15, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Taylor Stephen Charles

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)
2911 SOUTH COUNTY ROAD
1260

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)
MIDLAND, TX 79706

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/15/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 02/14/2017 | | A | (A) or (D) A | 52,848 (1) \$ 28.65 | 350,586 | D |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 02/14/2017 | | A | | 17,616 | | (3) | (3) | Common Stock | 17,616 |
| Employee Stock Option | \$ 20.06 | | | | | | | 01/15/2009 | 01/15/2018 | Common Stock | 20,086 |
| Employee Stock Option | \$ 17.51 | | | | | | | 09/10/2009 | 09/10/2018 | Common Stock | 25,000 |
| Employee Stock Option | \$ 9.95 | | | | | | | 01/28/2010 | 01/28/2019 | Common Stock | 30,000 |
| Employee Stock Option | \$ 7.84 | | | | | | | 03/17/2010 | 03/16/2019 | Common Stock | 23,852 |
| Employee Stock Option | \$ 19.9 | | | | | | | 01/18/2011 | 01/17/2020 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taylor Stephen Charles 2911 SOUTH COUNTY ROAD 1260 MIDLAND, TX 79706 | X | | Chief Executive Officer | |

Signatures

Stephen C.
Taylor

03/15/2017

__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).

This amendment is being filed to correct an inadvertent error in the original filing, which indicated that the reporting person had been granted an award of 70,464 shares of restricted stock. The correct amount granted was 52,848 restricted shares while the remaining 17,616 shares were awarded in the form of restricted stock units. See Table II and footnotes #2 and #3 below for further information.

- (1) granted an award of 70,464 shares of restricted stock. The correct amount granted was 52,848 restricted shares while the remaining 17,616 shares were awarded in the form of restricted stock units. See Table II and footnotes #2 and #3 below for further information.
- (2) Not Applicable. Each Restricted Stock Unit ("RSU") represents the right to receive one share of the Company's common stock upon vesting without payment.

Not Applicable. The RSU award vests in one-third annual increments beginning upon 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.

(3) 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. 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.