CHISHOLM JOHN
Form 4
March 25, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHISHOLM JOHN

(Last) (First) (Middle)

539 GREEN ISLE BEACH

(Street)

MONTGOMERY, TX 77356

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATURAL GAS SERVICES GROUP INC [NGS]

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/21/2013		A		2,500 (1)	A	$ 18.75	7,500	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	$ 19.61							12/31/2007	12/31/2017	Common Stock	2,500
Nonqualified Stock Option (right to buy)	$ 13.9							01/01/2007	01/01/2017	Common Stock	2,500
Nonqualified Stock Option (right to buy)	$ 8							03/31/2009	03/18/2019	Common Stock	2,500
Nonqualified Stock Option (right to buy)	$ 20.48							03/31/2008	03/18/2018	Common Stock	2,500
Nonqualified Stock Option (right to buy)	$ 16.74							03/31/2010	03/22/2020	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHISHOLM JOHN 539 GREEN ISLE BEACH MONTGOMERY, TX 77356	X			

Signatures

/s/ JOHN W. CHISHOLM	03/25/2013
**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 2,500 shares of common stock reflects an award of restricted stock on March 21, 2013, pursuant to the Company's 2009 Restricted Stock/Unit Plan and Independent Director Compensation Policy. The award vests in installments of 625 shares beginning on March 31, 2014, with additional 625 share installments vesting on June 30, September 30 and December 31, 2014, although the award is also subject to accelerated vesting upon the death, disability or retirement of the recipient, or upon a change in control of the Company.

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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