

NATURAL GAS SERVICES GROUP INC
 Form 3/A
 March 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 (Last) (First) (Middle) 952 ECHO LANE, SUITE 364 (Street) HOUSTON, ^ TX ^ 77024 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/04/2004 | 3. Issuer Name and Ticker or Trading Symbol NATURAL GAS SERVICES GROUP INC [NGS] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) 08/04/2004 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 549,574 | I | By CBarney Investments, Ltd. |
| Common Stock | 105,000 | I | By Mark X Energy Company |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------------------|
| Warrants | 10/21/2002 | 10/20/2006 | Common Stock | 47,700 ⁽¹⁾ | \$ 6.25 | I | By CBarney Investments, Ltd. |
| Warrants | 10/21/2002 | 10/20/2006 | Common Stock | 168,500 | \$ 6.25 | I | By Mark X Energy Company |

Reporting Owners

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

Signatures

/s/ Telisa Webb Schelin as attorney-in-fact for Charles L. Barney 03/22/2005
 **Signature of Reporting Person Date

/s/ Telisa Webb Schelin as attorney-in-fact for CBarney Investments, Ltd. 03/22/2005
 **Signature of Reporting Person Date

/s/ Telisa Webb Schelin as attorney-in-fact for Mark X Energy Company 03/22/2005
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 purpose of the amendment is report 700 additional warrants owned by CBarney Investments, Ltd. that were inadvertently excluded from the original filing.

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.