



DIVISION OF  
CORPORATION FINANCE

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

January 24, 2011

Mr. Earl R. Wait  
Vice President of Accounting  
Natural Gas Services Group, Inc.  
508 W. Wall Street, Suite 550  
Midland, Texas 79701

**Re: Natural Gas Services Group, Inc.  
Form 10-K for Fiscal Year Ended  
December 31, 2009  
Filed March 4, 2010  
Form 10-Q for Fiscal Quarter Ended  
September 30, 2010  
Filed November 3, 2010  
File No. 001-31398**

Dear Mr. Wait:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Ethan Horowitz  
Branch Chief