

MCAFEE ERIC A
Form 3/A
May 13, 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 *

Â MCAFEE ERIC A
(Last) (First) (Middle)

CMCP 10600 NORTH DE
ANZA BLVD,Â SUITE 250

(Street)

CUPERTINO,Â CAÂ 95014

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
05/26/2004

3. Issuer Name **and** Ticker or Trading Symbol
NATURAL GAS SYSTEMS INC/NEW [NGSY]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)
05/12/2005

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 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

1,000,000 ⁽¹⁾

D

Â

Common Stock

2,000,000 ⁽²⁾

I

By P2 Capital, LLC

Common Stock

2,700,000 ⁽³⁾

I

By McAfee Capital, LLC

Common Stock

125,000 ⁽⁴⁾

I

By Berg McAfee Companies,
LLC

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)

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Warrants (right to buy)	05/26/2004	05/27/2011	Common Stock	82,500 ⁽⁵⁾ \$ 1	I
					By Cagan McAfee Capital Partners, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCAFEE ERIC A CMCP 10600 NORTH DE ANZA BLVD SUITE 250 CUPERTINO, CA 95014	Â	Â X	Â	Â

Signatures

/s/ Eric M.
McAfee

05/13/2005

 **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) Mr. McAfee shares voting and dispositive power over these shares with his spouse.
Represents shares held by P2 Capital, LLC, an entity owned 50% by Mr. McAfee's spouse and 25% by each of Mr. McAfee's minor children (over which shares Mr. McAfee's spouse holds sole dispositive and voting power). Mr. McAfee disclaims beneficial ownership of these shares.
- (3) Represents shares held by McAfee Capital, LLC, an entity owned 50% by each of Mr. McAfee and his spouse. Mr. McAfee shares voting and dispositive power over such shares with his spouse.
- (4) Represents shares held by Berg McAfee Companies, LLC (out of a total of 250,000 shares owned by Berg McAfee Companies, LLC), an entity in which Mr. McAfee owns a 50% interest. Mr. McAfee shares voting and dispositive power over such shares. Mr. McAfee disclaims beneficial ownership of 50% of these shares.
- (5) Represents warrants held by Cagan McAfee Capital Partner, LLC, of which Mr. McAfee owns a 50% interest and shares voting and dispositive power (out of a total of 165,000 shares owned by Cagan McAfee Capital Partners, LLC). This was previously erroneously reported as 150,000 warrants in the Form 3 filed June 16, 2004.

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.