

Yang Xiang Dong
Form 4
June 02, 2010

FORM 4

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

Check this box
if no longer
subject to
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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yang Xiang Dong

(Last) (First) (Middle)

C/O ABAX GLOBAL CAPITAL
(HONG KONG) LTD., S6708, 67F,
2 INTL FIN CTR, 8 FINANCE ST

(Street)

CENTRAL HONG KONG, K3 SAR

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

China Natural Gas, Inc. [CHNG]

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

04/12/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ 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	(D)	Price

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

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Secur (Instr.		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Call Option (right to buy)	\$ 15	04/12/2010	S		129		<u>(1)</u>	09/18/2010	Common Stock	12,900	\$ 0.
Put Option (right to sell)	\$ 5	04/12/2010	P		129		<u>(1)</u>	09/18/2010	Common Stock	12,900	\$ 0.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yang Xiang Dong C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR	X	X		
Abax Lotus Ltd. C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR		X		
Abax Nai Xin A Ltd. SUITE 6708/F, TWO INT'L. FINANCE CTR. 8 FINANCE STREET HONG KONG, K3 0000000000		X		
Abax Jade Ltd. SUITE 6708/F, TWO INT'L. FINANCE CTR. 8 FINANCE STREET HONG KONG, K3 0000000000		X		
Abax Global Opportunities Fund C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST CENTRAL HONG KONG, K3 SAR		X		
		X		

Abax Arhat Fund
 SUITE 6708/F, TWO INT'L. FINANCE CTR.
 8 FINANCE STREET
 HONG KONG, K3 0000000000

Abax Upland Fund LLC
 SUITE 6708/F, TWO INT'L. FINANCE CTR. X
 8 FINANCE STREET
 HONG KONG, K3 0000000000

Abax Global Capital
 C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. X
 S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST
 CENTRAL HONG KONG, K3 SAR

Abax Claremont Ltd.
 C/O ABAX GLOBAL CAPITAL (HONG KONG) LTD. X
 S6708, 67F, 2 INTL FIN CTR, 8 FINANCE ST
 CENTRAL HONG KONG, K3 0000000000

Signatures

/s/ Xiang Dong Yang	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Lotus Ltd.	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Global Opportunities Fund	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Arhat Fund	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Upland Fund LLC	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Global Capital	05/28/2010
__Signature of Reporting Person	Date
/s/ Xiang Dong Yang, Director of Abax Claremont Ltd.	05/28/2010
__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 options are immediately exercisable.
- (2) Owned directly by Abax Lotus Ltd. See Remarks.

Remarks:

Remarks: Exhibit 99.1 (Joint Filer Information) is incorporated herein by reference. Abax Nai Xin A Ltd. and Abax Jade Ltd. are parties to an investor rights agreement with certain shareholders of the Issuer, and if they are deemed to be a "group" by virtue of such arrangement, such group may be deemed a greater than 10% owner. The Reporting Persons expressly discla

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beneficial ownership of the securities of the Issuer that are owned by such shareholders. Abax Global Opportunities Fund (the "Fund"), is the sole shareholder of each of Abax Lotus Ltd., Abax Nai Xin A Ltd. and Abax Jade Ltd.; Abax Arhat Fund ("Arhat") and Abax Upland Fund LLC ("Upland"), together own 100% of the Fund; Abax Global Capital (the "Arhat Shareholder") is the managing shareholder of Arhat; Abax Claremont Ltd. (the "Upland Managing Member"), is the managing member of Upland and Mr. Yang is the controlling member of the Arhat Shareholder and the Upland Managing Member. Each of the Reporting Persons disclaims beneficial ownership except to the extent of its or his pecuniary interest therein.

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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