Leighton Lawrence W.
Form 4
November 22, 2010

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Leighton Lawrence W.

(Last) (First) (Middle)

19TH FLOOR, BUILDING B, VAN METROPOLIS,, NO. 35 TANG YAN ROAD, HI-TECH ZONE

(Street)

XI'AN, SHAANXI PROVINCE,, F4 710065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
China Natural Gas, Inc. [CHNG]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2008

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 (1)	08/20/2008		P		1,000	A	$ 10.225 (2)	1,000	D	
Common Stock	05/10/2010		M		1,250	A	$ 4.9	2,250	D	

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

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

SEC 1474 (9-02)

number.

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (right to buy) (1)	$ 4.9 (1)	04/01/2009		A		5,000		(3)	04/01/2015	Common Stock	5,00
Employee Stock Option (right to buy)	$ 4.9	05/10/2010		M			1,250	04/01/2010	04/01/2015	Common Stock	1,25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leighton Lawrence W. 19TH FLOOR, BUILDING B, VAN METROPOLIS, NO. 35 TANG YAN ROAD, HI-TECH ZONE XI'AN, SHAANXI PROVINCE,, F4 710065	X			

Signatures

/s/ Lawrence W. Leighton	11/17/2010
**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) China Natural Gas, Inc. effected a 1 for 2 reverse stock split on April 28, 2009. All figures listed herein reflect the April 28, 2009 reverse stock split.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $10.2205 to $10.2288, inclusive. Lawrence W. Leighton undertakes to provide to China Natural Gas, Inc., any security holder of China Natural Gas, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.

(3) The options vest in four equal installments. The first installment vested on April 1, 2010, and the remaining installments will vest annually thereafter.

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.