

NATIONAL FUEL GAS CO
Form 4
December 21, 2015

FORM 4

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

OMB APPROVAL

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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 *
CAMIOLO KAREN M

(Last) (First) (Middle)
6363 MAIN STREET
(Street)

WILLIAMSVILLE, NY 14221

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NATIONAL FUEL GAS CO [NFG]

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2015

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)
Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/15/2015 | | J V | 113 <u>(1)</u> A | \$ 66.95 | 19,724 | D |
| Common Stock | 04/15/2015 | | J V | 120 <u>(1)</u> A | \$ 63.22 | 19,844 | D |
| Common Stock | 07/15/2015 | | J V | 139 <u>(1)</u> A | \$ 54.47 | 19,983 | D |
| Common Stock | 10/15/2015 | | J V | 145 <u>(1)</u> A | \$ 54.56 | 20,128 | D |
| Common Stock | 12/19/2015 | | M | 240 A | <u>(2)</u> | 20,368 | D |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|------------|-----------------------|---|------------|
| Common Stock | 12/19/2015 | F | 88 ⁽³⁾ | D | \$ 40.21 | 20,280 | D | |
| Common Stock | 12/19/2015 | M | 292 | A | <u>(4)</u> | 20,572 | D | |
| Common Stock | 12/19/2015 | F | 107 ⁽⁵⁾ | D | \$ 40.21 | 20,465 | D | |
| Common Stock | | | | | | 11,305 ⁽⁶⁾ | I | 401k Trust |

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(7)</u> | 12/17/2015 | | A | | 1,785 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 1,785 |
| Restricted Stock Units | <u>(2)</u> | 12/19/2015 | | M | | 240 | | <u>(9)</u> | <u>(9)</u> | Common Stock | 240 |
| Restricted Stock Units | <u>(4)</u> | 12/19/2015 | | M | | 292 | | <u>(10)</u> | <u>(10)</u> | Common Stock | 292 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMIOLO KAREN M 6363 MAIN STREET | | | Controller | |

WILLIAMSVILLE, NY 14221

Signatures

James R. Peterson, Attorney
in Fact

12/21/2015

__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) Acquired through a dividend reinvestment plan, exempt under Rule 16a-11.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
On December 19, 2015, the reporting person had 88 shares withheld and cancelled to cover minimum required tax withholdings due to the vesting of restricted stock units. These share cancellations are shown on Table I as dispositions (Transaction Code "D" in Column 4), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in Column 3.
- (4) Restricted stock units convert into common stock on a one-for-one basis.
On December 19, 2015, the reporting person had 107 shares withheld and cancelled to cover minimum required tax withholdings due to the vesting of restricted stock units. These share cancellations are shown on Table I as dispositions (Transaction Code "D" in Column 4), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in Column 3.
- (6) The NFG stock fund under the NFG 401(k) plan is denominated in units, representing ownership interests in a fund that includes both NFG common stock and a reserve of cash. The information reported represents the dollar value of the reporting person's balance in the NFG stock fund as of December 17, 2015, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (7) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.
- (8) The restricted stock units vest as follows: 595 on December 17, 2016, 595 on December 17, 2017, and 595 on December 17, 2018.
- (9) On December 19, 2013, the reporting person was granted 720 restricted stock units, vesting as follows: 240 on December 19, 2014, 240 on December 19, 2015, and 240 on December 19, 2016.
- (10) On December 19, 2014, the reporting person was granted 877 restricted stock units, vesting as follows: 292 on December 19, 2015, 292 on December 19, 2016, and 293 on December 19, 2017.

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.