

NATIONAL FUEL GAS CO
 Form 4
 December 21, 2016

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 *
 DeCarolis Donna L

(Last) (First) (Middle)
 6363 MAIN ST.
 (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)
 12/19/2016

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)
 VP Business Development

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/19/2016		M	213 A 11	49,640	D	
Common Stock	12/19/2016		F	79 (2) D \$ 58.01	49,561	D	
Common Stock	12/19/2016		M	259 A 11	49,820	D	
Common Stock	12/19/2016		F	96 (3) D \$ 58.01	49,724	D	
Common Stock					16,944 (4)	I	401k Trust

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Common Stock 225 ⁽⁵⁾ I ESOP Trust

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

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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. Price or Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V (A) (D)			
Restricted Stock Units	<u>(1)</u>	12/19/2016		M	213	<u>(6)</u>	<u>(6)</u>	Common Stock	213	\$ 0
Restricted Stock Units	<u>(1)</u>	12/19/2016		M	259	<u>(7)</u>	<u>(7)</u>	Common Stock	259	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeCarolis Donna L 6363 MAIN ST. WILLIAMSVILLE, NY 14221			VP Business Development	

Signatures

James P. Baetzhold, Attorney in Fact 12/21/2016

 **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) Restricted stock units convert into common stock on a one-for-one basis.

On December 19, 2016, the reporting person had 79 shares withheld and cancelled to cover minimum required tax withholdings due to

(2) 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.

On December 19, 2016, the reporting person had 96 shares withheld and cancelled to cover minimum required tax withholdings due to

(3) 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.

The NFG stock fund under the NFG 401(k) plan is denominated in units, representing ownership interests in a fund that includes both

(4) 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 15, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

The NFG employee stock ownership plan is denominated in units, representing ownership interests in a fund that includes both NFG

(5) common stock and a reserve of cash. The information reported represents the dollar value of the reporting person's balance in the ESOP as of December 15, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(6) On December 19, 2013, the reporting person was granted 639 restricted stock units, vesting as follows: 213 on December 19, 2014, 213 on December 19, 2015, and 213 on December 19, 2016.

(7) On December 19, 2014, the reporting person was granted 777 restricted stock units, vesting as follows: 259 on December 19, 2015, 259 on December 19, 2016, and 259 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.

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