

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 \*  
Bauer David P

(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)  
Treasurer & Prin. Fin. Officer

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 (A) or (D) Price			
Common Stock	12/19/2015		M	421 A (1) 12,517		D	
Common Stock	12/19/2015		M	472 A (2) 12,989		D	
Common Stock					6,053 (3)	I	401k Trust

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

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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.

- (4) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.
- (5) The restricted stock units vest as follows: 1,141 on December 17, 2016, 1,141 on December 17, 2017, and 1,142 on December 17, 2018.
- (6) On December 19, 2013, the reporting person was granted 1,264 restricted stock units, vesting as follows: 421 on December 19, 2014, 421 on December 19, 2015, and 422 on December 19, 2016.
- (7) On December 19, 2014, the reporting person was granted 1,417 restricted stock units, vesting as follows: 472 on December 19, 2015, 472 on December 19, 2016, and 473 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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