

NATIONAL FUEL GAS CO
Form 4
August 30, 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 *
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)
08/29/2016

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)
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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 01/15/2016 | | J | V | 205 ⁽¹⁾ | A | \$ 41.11 21,551 | D |
| Common Stock | 04/15/2016 | | J | V | 166 ⁽¹⁾ | A | \$ 51.09 21,717 | D |
| Common Stock | 07/15/2016 | | J | V | 156 ⁽¹⁾ | A | \$ 56.52 21,873 | D |
| Common Stock | 08/29/2016 | | M | | 10,000 | A | \$ 39.475 31,873 | D |
| Common Stock | 08/29/2016 | | F | | 6,805 ⁽²⁾ | D | \$ 58.011 25,068 | D |

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| | | | | | | | | |
|--------------|------------|---|--------------|---|-----------|------------|---|------------|
| Common Stock | 08/29/2016 | F | 1,182 (2) | D | \$ 58.011 | 23,886 | D | |
| Common Stock | | | | | | 11,780 (3) | I | 401k Trust |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 39.475 | 08/29/2016 | | M | 10,000 | 12/06/2007 12/06/2016 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMIOLO KAREN M 6363 MAIN STREET WILLIAMSVILLE, NY 14221 | | | Controller | |

Signatures

James P. Baetzhold, Attorney
in Fact 08/30/2016

__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).

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- (1) Acquired through a dividend reinvestment plan, exempt under Rule 16a-11.

On August 29, 2016, the reporting person exercised 10,000 stock options, delivered 6,805 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options, and had 1,182 shares of Common Stock of the Company withheld and

- (2) cancelled to cover the minimum required tax withholding. These share cancellations are shown in Table I as dispositions (Transaction Code "D" in column 4), although none of these cancelled shares were sold in 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 NFG common stock and a reserve of cash. The information reported represents the dollar value of the reporting person's balance in the

- (3) NFG stock fund as of August 26, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

Remarks:

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

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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