

DeCarolis Donna L
Form 4
August 14, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6363 MAIN ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP Business Development

WILLIAMSVILLE, NY 14221

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/31/2018		G	V 93 D \$ 0	51,300	D	
Common Stock	08/13/2018		M	10,000 (1) A \$ 29.88	61,300	D	
Common Stock	08/13/2018		D	5,431 (1) D \$ 55.025	55,869	D	
Common Stock	08/13/2018		F	1,552 (1) D \$ 55.025	54,317	D	
Common Stock					18,327 (2)	I	401k Trust

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column 4), although none of these shares were sold into the open 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 NFG stock fund as of August 13, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (2) The NFG employee stock ownership 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 ESOP as of August 13, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (3) The Stock Appreciation Right became exercisable as follows: 3,333 shares on December 22, 2009, 3,333 shares on December 22, 2010, and 3,334 shares on December 22, 2011.
- (4)

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.