

NATIONAL FUEL GAS CO

Form DEFA14A

December 12, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 12, 2007**

**NATIONAL FUEL GAS COMPANY**

(Exact name of registrant as specified in its charter)

|   |                                    |  |
|---|------------------------------------|--|
| New Jersey<br>(State or other jurisdiction<br>of incorporation) | 1-3880<br>(Commission File Number) | 13-1086010<br>(IRS Employer<br>Identification No.) |
|---|------------------------------------|--|

|   |                     |
|---|---------------------|
| 6363 Main Street, Williamsville, New York<br>(Address of principal executive offices) | 14221<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (716) 857-7000

Former name or former address, if changed since last report: Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

A draft copy of National Fuel Gas Company's Notice of Annual Meeting of Stockholders for its annual meeting to be held in 2008 is hereby incorporated by reference into this Item 8.01 and filed as part of this Current Report as Exhibit 99.1. Information concerning participants and potential participants in the Company's solicitation of proxies for its 2008 annual meeting is hereby incorporated by reference into this Item 8.01 and filed as part of this Current Report as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Draft Notice of 2008 Annual Meeting of Stockholders

Exhibit 99.2 Information Concerning Participants in Solicitation

**IMPORTANT INFORMATION AND WHERE TO FIND IT**

In connection with its 2008 Annual Meeting, National Fuel Gas Company will be filing a proxy statement, WHITE proxy card and other materials with the U.S. Securities and Exchange Commission (SEC). **WE URGE INVESTORS TO READ THE PROXY STATEMENT AND THESE OTHER MATERIALS CAREFULLY WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT NATIONAL FUEL GAS COMPANY AND THE MATTERS TO BE CONSIDERED AT ITS ANNUAL MEETING.** Investors may contact Morrow & Co., LLC, National Fuel Gas Company's proxy advisor for the 2008 Annual Meeting, at (800) 252-1959 or by email at [nfginfo@morrowco.com](mailto:nfginfo@morrowco.com). Investors may also obtain a free copy of the proxy statement and other relevant documents when they become available as well as other materials filed with the SEC concerning National Fuel Gas Company at the SEC's website at <http://www.sec.gov>. Free copies of National Fuel Gas Company's SEC filings are also available on National Fuel Gas Company's website at <http://www.nationalfuelgas.com>. These materials and other documents may also be obtained for free from: Secretary, National Fuel Gas Company, 6363 Main Street, Williamsville, New York 14221, (716) 857-7000.

**CERTAIN INFORMATION REGARDING PARTICIPANTS IN THE SOLICITATION**

National Fuel Gas Company and its directors are, and certain of its officers and employees may be deemed to be, participants in the solicitation of proxies from National Fuel Gas Company's stockholders with respect to the matters considered at National Fuel Gas Company's 2008 Annual Meeting. Information regarding these directors, and these certain officers and employees, is contained in Exhibit 99.2 hereto. Security holders can also obtain information with respect to the identity of the participants and potential participants in the solicitation and a description of their direct or indirect interests, by security holdings or otherwise, for free, by contacting: Secretary, National Fuel Gas Company, 6363 Main Street, Williamsville, New York 14221, (716) 857-7000. More detailed information with respect to the identity of the participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with National Fuel Gas Company's 2008 Annual Meeting.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL FUEL GAS COMPANY

By: /s/ James R. Peterson  
James R. Peterson  
Assistant Secretary

Dated: December 12, 2007

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EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Draft Notice of 2008 Annual Meeting of Stockholders |
| 99.2           | Information Concerning Participants in Solicitation |