NATIONAL FUEL GAS CO

Form 4

March 10, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Number:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SMITH DAVID F | | | 2. Issuer Name and Ticker or Trading Symbol NATIONAL FLIEL CAS CO INFOL | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|---|---|--|--|
| | | | NATIONAL FUEL GAS CO [NFG] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| 6363 MAIN STREET | | | 03/08/2016 | Officer (give title below) Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | |
| WILLIAMSVILLE, NY 14221 | | | | Form filed by More than One Reporting Person | | |
| | | | | | | |

| | | | | 213011 | | | | | | |
|--------------------------------------|--------------------------------------|---|--|--|---------|----------------|--|--|---|--|
| (City) | (State) | (Zip) Tab | Table I - Non-Derivative Securities Acquir | | | | ed, 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. Securiti order Dispose (Instr. 3, 4) Amount | ed of (| | 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) | |
| Common Stock | 03/08/2016 | | M | 55,000 | A | \$ 35.105 | 217,189 | D | | |
| Common Stock | 03/08/2016 | | S | 45,000 | D | \$ 48.2326 (1) | 172,189 | D | | |
| Common Stock | | | | | | | 51,902 | I | Held by Spouse | |
| Common Stock | | | | | | | 17,441 <u>(2)</u> | I | 401k Trust | |
| Common Stock | | | | | | | 1,856 (3) | I | ESOP Trust | |

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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. Transactic Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5) | vative Expiration Date rities (Month/Day/Year) aired (A) isposed of r. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to | \$ 35.105 | 03/08/2016 | | M | 55,00 | 00 05/10/2007 | 05/10/2016 | Common Stock | 55,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| CMITHEDAME | | | | | | | |

SMITH DAVID F X 6363 MAIN STREET WILLIAMSVILLE, NY 14221

Signatures

Buy)

James R. Peterson, Attorney 03/10/2016 in Fact

**Signature of Reporting Person

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).
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.755 to \$48.690, inclusive. The reporting person undertakes to provide National Fuel Gas Company, any security holder of National Fuel Gas Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) 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 March 8, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that

Reporting Owners 2

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date.

The NFG employee stock ownership plan is denominated in units, representing ownership interests in a fund that includes both NFG (3) 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 March 8, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

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.