

WEGRZYN ANN M
Form 4
December 21, 2017

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 *
WEGRZYN ANN M

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 STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Information Officer

WILLIAMSVILLE, NY 14221

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	12/19/2017		M		242 A <u>(1)</u>	17,230	D
Common Stock	12/19/2017		F		90 <u>(2)</u> \$ 55.563	17,140	D
Common Stock						2,498 <u>(3)</u>	I 401k Trust
Common Stock						201 <u>(4)</u>	I ESOP Trust

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

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(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 December 19, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(4) 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 December 19, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(5) On December 19, 2014, the reporting person was granted 726 restricted stock units, vesting as follows: 242 on December 19, 2015, 242 on December 19, 2016, and 242 on December 19, 2017.

(6) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.

(7) The restricted stock units vest as follows: 416 on December 20, 2018, 416 on December 20, 2019, and 417 on December 20, 2020.

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.