### Edgar Filing: Cabell Matthew D - Form 4

Form 4	ew D												
December 23,	2008												
										OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287					
Check this if no longe										Expires:	January 31, 2005		
subject to Section 16 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP									Estimated average burden hours per response 0.5			
Form 5 obligations may contir <i>See</i> Instruct 1(b).	Public Ut	ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940											
(Print or Type Re	esponses)												
1. Name and Address of Reporting Person <u>*</u> Cabell Matthew D			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
				NATIONAL FUEL GAS CO [NFG]						(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/22/2008						Director 10% Owner X Officer (give title Other (specify below) President-Seneca Resources				
	(Street) 4. If Amendment Filed(Month/Day/				ent, Date Original ay/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
HOUSTON,	TX 77002								Form filed by M Person	More than One Re	eporting		
(City)	(State) (	Zip)	Table	e I - Noi	n-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	a		A. Deemed execution Date, if ny Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
~				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock									42,000	D			
Common Stock	12/22/2008			J	v	37 <u>(1)</u>	А	\$0	364	Ι	401k Trust		

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

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# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount 4 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Right	\$ 29.88	12/22/2008		А	60,000	(2)	12/22/2018	Common Stock	60,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
i o	Director	10% Owner	Officer	Other				
Cabell Matthew D 1201 LOUISIANA STREET SUITE 400 HOUSTON, TX 77002			President-Seneca Resources					
Signatures								
James R. Peterson, Attorney in Fact		12/23/2008						

\*\*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).
- (1) Routine acquisition under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

Date

Represents the award of 60,000 SAR's which become exercisable in three equal annual installments beginning December 22, 2009 based on National Fuel Gas Company's satisfaction of certain performance criteria for each fiscal year end 2009, 2010 and 2011. In the event

(2) On Pational Fact Gas company's satisfaction of certain performance effective for each rised year end 2007, 2010 and 2017. In the even the performance condition for a given fiscal year is not met, the incremental percentage of shares for that fiscal year shall be automatically forfeited.

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.