

NATIONAL FUEL GAS CO

Form 4

August 30, 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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMIOLO KAREN M

(Last) (First) (Middle)

6363 MAIN STREET

(Street)

WILLIAMSVILLE, NY 14221

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NATIONAL FUEL GAS CO [NFG]

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

08/29/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Controller

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

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	01/15/2016		J	V	205 ⁽¹⁾	A \$ 41.11	21,551 D
Common Stock	04/15/2016		J	V	166 ⁽¹⁾	A \$ 51.09	21,717 D
Common Stock	07/15/2016		J	V	156 ⁽¹⁾	A \$ 56.52	21,873 D
Common Stock	08/29/2016		M		10,000	A \$ 39.475	31,873 D
Common Stock	08/29/2016		F		6,805 ⁽²⁾	D \$ 58.011	25,068 D

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Common Stock	08/29/2016	F	1,182 (2)	D	\$ 58.011	23,886	D	
Common Stock						11,780 (3)	I	401k Trust

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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 Buy)	\$ 39.475	08/29/2016		M	10,000	12/06/2007 12/06/2016	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CAMIOLO KAREN M 6363 MAIN STREET WILLIAMSVILLE, NY 14221	Controller

Signatures

James P. Baetzhold, Attorney
in Fact 08/30/2016

**Signature of Reporting Person

Date

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).

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- (1) Acquired through a dividend reinvestment plan, exempt under Rule 16a-11.

On August 29, 2016, the reporting person exercised 10,000 stock options, delivered 6,805 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options, and had 1,182 shares of Common Stock of the Company withheld and

- (2) cancelled to cover the minimum required tax withholding. These share cancellations are shown in Table I as dispositions (Transaction Code "D" in column 4), although none of these cancelled shares were sold in the 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

- (3) NFG stock fund as of August 26, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

Remarks:

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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