#### NATIONAL FUEL GAS CO

Form 4

August 31, 2016

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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 * RAMSDELL JAMES D			2. Issuer Name and Ticker or Trading Symbol NATIONAL FUEL GAS CO [NFG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
6363 MAIN S	TREET		(Month/Day/Year) 08/30/2016	Director 10% OwnerX Officer (give title Other (specify below)  Senior Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
WILLIAMSVILLE, NY 14221							

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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	08/30/2016		M	15,000	A	\$ 39.475	94,968	D	
Common Stock	08/30/2016		F	10,248 (1)	D	\$ 57.785	84,720	D	
Common Stock	08/30/2016		F	1,758 (1)	D	\$ 57.785	82,962	D	
Common Stock							17,205 (2)	I	401k Trust
Common Stock							3,797 <u>(3)</u>	I	ESOP Trust

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

3. Transaction Date 3A. Deemed

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. Number of 6. Date Exercisable and

**SEC 1474** 

(9-02)

7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	Expiration Date (Month/Day/Year)		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	\$ 39.475	08/30/2016		M	15,00	0 12/06/2007	12/06/2016	Common Stock	15,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAMSDELL JAMES D 6363 MAIN STREET WILLIAMSVILLE, NY 14221

Senior Vice President

## **Signatures**

1. Title of

Buy)

James P. Baetzhold, Attorney in Fact 08/31/2016

\*\*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).
- On August 30, 2016, the reporting person exercised 15,000 stock options, delivered 10,248 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options, and had 1,758 shares of Common Stock of the Company withheld and cancelled to cover minimum required tax withholdings. 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.
- (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 August 30, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that

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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 August 30, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

#### **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. 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.