

NATIONAL FUEL GAS CO
 Form 4
 August 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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)
 08/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 12/28/2012 | | J | V | 17 ⁽¹⁾ A \$ 50.346 | 3,300 | D |
| Common Stock | 04/15/2013 | | J | V | 17 ⁽¹⁾ A \$ 59.06 | 3,317 | D |
| Common Stock | 07/15/2013 | | J | V | 16 ⁽¹⁾ A \$ 62.368 | 3,333 | D |
| Common Stock | 08/21/2013 | | M | | 1,067 A \$ 23.51 | 4,400 | D |
| Common Stock | 08/21/2013 | | F | | 383 ⁽²⁾ D \$ 65.365 | 4,017 | D |

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| | | | | | | | | |
|--------------|------------|-----|-----------------------------|---|-----------|--------|---|------------|
| Common Stock | 08/21/2013 | M | 4,000 | A | \$ 23.51 | 8,017 | D | |
| Common Stock | 08/21/2013 | F | <u>1,438</u> ⁽³⁾ | D | \$ 65.365 | 6,579 | D | |
| Common Stock | 08/21/2013 | F | 946 <u>(3)</u> | D | \$ 65.365 | 5,633 | D | |
| Common Stock | 08/21/2013 | J V | 324 <u>(4)</u> | A | \$ 0 | 10,169 | I | 401k Trust |

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. 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) | \$ 23.51 | 08/21/2013 | | M | 1,067 | 09/11/2004 | 09/11/2013 | Common Stock | 1,067 |
| Employee Stock Option (Right to Buy) | \$ 23.51 | 08/21/2013 | | M | 4,000 | <u>(5)</u> | 09/12/2013 | Common Stock | 4,000 |

Reporting Owners

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

CAMIOLO KAREN M
6363 MAIN STREET
WILLIAMSVILLE, NY 14221

Signatures

James R. Peterson, Attorney
in Fact

08/23/2013

__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).

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

(2) On August 21, 2013, the reporting person exercised 1,067 stock options and delivered 383 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options. These share cancellations are shown on Table I as dispositions (Transaction Code "D" in column 4), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in column 3.

(3) On August 21, 2013, the reporting person exercised 4,000 stock options, delivered 1,438 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options, and had 946 shares of Common Stock of the Company withheld and cancelled to cover minimum required tax withholding. These shares cancellations are shown on Table I as dispositions (Transaction Code "D" in column 4), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in column 3.

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

(5) The employee stock option became exercisable in two equal installments: 2,000 on September 11, 2005 and 2,000 on September 11, 2006.

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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