

NATIONAL FUEL GAS CO  
 Form 4  
 February 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Carlotti Carl M

(Last) (First) (Middle)  
 6363 MAIN STREET  
 (Street)

BUFFALO, 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)  
 02/18/2014

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)  
 Senior VP - NFG Dist. Corp.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                                       |
| Common Stock                    | 02/18/2014                           |                                                    | M                              |                                                                   | 20,000 A \$ 29.88                                                                             | 66,847                                                   | D                                                     |
| Common Stock                    | 02/18/2014                           |                                                    | D                              |                                                                   | 7,878 (1) D \$ 75.865                                                                         | 58,969                                                   | D                                                     |
| Common Stock                    | 02/18/2014                           |                                                    | F                              |                                                                   | 3,964 (1) D \$ 75.865                                                                         | 55,005                                                   | D                                                     |
| Common Stock                    | 02/18/2014                           |                                                    | J                              | V                                                                 | 128 (2) A \$ 0                                                                                | 11,911                                                   | I 401k Trust                                          |
| Common Stock                    | 02/18/2014                           |                                                    | J                              | V                                                                 | 1 (3) A \$ 0                                                                                  | 118                                                      | I ESOP Trust                                          |

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Appreciation Right                   | \$ 29.88                                               | 02/18/2014                           |                                                    | M                              | 20,000                                                                                  | (4) 12/22/2018                                           | Common Stock                                                  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                             |       |
|----------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                          | Director      | 10% Owner | Officer                     | Other |
| Carlotti Carl M<br>6363 MAIN STREET<br>BUFFALO, NY 14221 |               |           | Senior VP - NFG Dist. Corp. |       |

## Signatures

James R. Peterson, Attorney  
in Fact 02/20/2014

\*\*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 February 18, 2014, the reporting person exercised a stock appreciation right with respect to 20,000 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 7,878 shares is shown on

- Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 3,964 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.
- Routine acquisition under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

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- (3) Routine acquisition under the NFG ESOP Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (4) The stock appreciation right became exercisable as follows: 6,666 on December 22, 2009, 6,667 on December 22, 2010, and 6,667 on December 22, 2011.

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