

NATIONAL FUEL GAS CO
Form 4
April 08, 2008

FORM 4

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

OMB APPROVAL

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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 *
DeCarolis Donna L

(Last) (First) (Middle)
6363 MAIN ST.
(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)
04/04/2008

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)
President, Horizon Power

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 | 04/04/2008 | | M | | 1,660 A \$ 23.0312 | 8,233 | D |
| Common Stock | 04/04/2008 | | M | | 600 A \$ 21.3281 | 8,833 | D |
| Common Stock | 04/04/2008 | | S | | 100 D \$ 47.86 | 8,733 | D |
| Common Stock | 04/04/2008 | | S | | 200 D \$ 47.88 | 8,533 | D |
| Common Stock | 04/04/2008 | | S | | 100 D \$ 47.9 | 8,433 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|---------------------|---|----------|--------|---|------------|
| Common Stock | 04/04/2008 | | S | 100 | D | \$ 47.91 | 8,333 | D | |
| Common Stock | 04/04/2008 | | S | 200 | D | \$ 47.92 | 8,133 | D | |
| Common Stock | 04/04/2008 | | S | 100 | D | \$ 47.93 | 8,033 | D | |
| Common Stock | 04/04/2008 | | S | 260 | D | \$ 47.95 | 7,773 | D | |
| Common Stock | 04/04/2008 | | S | 300 | D | \$ 47.96 | 7,473 | D | |
| Common Stock | 04/04/2008 | | S | 300 | D | \$ 47.97 | 7,173 | D | |
| Common Stock | 04/04/2008 | | S | 300 | D | \$ 48 | 6,873 | D | |
| Common Stock | 04/04/2008 | | S | 100 | D | \$ 48.02 | 6,773 | D | |
| Common Stock | 04/04/2008 | | S | 100 | D | \$ 48.04 | 6,673 | D | |
| Common Stock | 04/04/2008 | | S | 100 | D | \$ 48.08 | 6,573 | D | |
| Common Stock | 04/04/2008 | | J | V 18 ⁽¹⁾ | A | \$ 0 | 11,274 | I | 401k Trust |
| Common Stock | | | | | | | 177 | I | ESOP Trust |

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

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.

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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 | \$ 23.0312 | 04/04/2008 | M | 1,660 | 12/10/1999 | 12/11/2008 | Common Stock | 1,660 |
| Right to Buy | | | | | | | | |
| Employee Stock Option | \$ 21.3281 | 04/04/2008 | M | 600 | 02/17/2001 | 02/18/2010 | Common Stock | 600 |
| Right to Buy | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeCarolis Donna L 6363 MAIN ST. WILLIAMSVILLE, NY 14221 | | | President, Horizon Power | |

Signatures

James R. Peterson, Attorney
in Fact 04/08/2008

**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) Routine acquisition under the NFG 401(k) Plan.

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