

NATIONAL FUEL GAS CO

Form 4

December 21, 2015

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 *
Carloti Carl 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)

12/19/2015

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)

Senior VP - NFG Dist. Corp.

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)
Common Stock	12/19/2015		M	393 A	50,412	D	
Common Stock	12/19/2015		F	126 ⁽²⁾ D	\$ 40.21 50,286	D	
Common Stock	12/19/2015		M	428 A	50,714	D	
Common Stock	12/19/2015		F	138 ⁽⁴⁾ D	\$ 40.21 50,576	D	
Common Stock					13,096 ⁽⁵⁾	I	401k Trust

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Common Stock 124 ⁽⁶⁾ I ESOP Trust

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

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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)		8. Price or Value of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/19/2015		M	393	(7)	(7)	Common Stock	393	\$ 0
Restricted Stock Units	(3)	12/19/2015		M	428	(8)	(8)	Common Stock	428	\$ 0

Reporting Owners

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

Signatures

James R. Peterson, Attorney in Fact 12/21/2015

 **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) Restricted stock units convert into common stock on a one-for-one basis.

On December 19, 2015, the reporting person had 126 shares withheld and cancelled to cover minimum required tax withholdings due to

(2) the vesting of restricted stock units. 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) Restricted stock units convert into common stock on a one-for-one basis.

On December 19, 2015, the reporting person had 138 shares withheld and cancelled to cover minimum required tax withholdings due to

(4) the vesting of restricted stock units. 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.

The NFG stock fund under the NFG 401(k) plan is denominated in units, representing ownership interests in a fund that includes both

(5) 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 December 17, 2015, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

The NFG employee stock ownership plan is denominated in units, representing ownership interests in a fund that includes both NFG

(6) 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 December 17, 2015, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(7) On December 19, 2013, the reporting person was granted 1,178 restricted stock units, vesting as follows: 392 on December 19, 2014, 393 on December 19, 2015, and 393 on December 19, 2016.

(8) On December 19, 2014, the reporting person was granted 1,284 restricted stock units, vesting as follows: 428 on December 19, 2015, 428 on December 19, 2016, and 428 on December 19, 2017.

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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