WEGRZYN ANN M

Form 4

November 30, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WEGRZYN ANN M Issuer Symbol NATIONAL FUEL GAS CO [NFG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 6363 MAIN STREET 11/28/2017 below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

WILLIAMSVILLE, NY 14221

(Street)

(City)	(State)	(Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit r(A) or Di (Instr. 3,	(A) or	d of (D)	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	11/28/2017		M	6,000	A	\$ 29.88	19,848	D	
Common Stock	11/28/2017		D	3,102 (1)	D	\$ 57.8	16,746	D	
Common Stock	11/28/2017		F	1,072 (1)	D	\$ 57.8	15,674	D	
Common Stock							2,475 (2)	I	401(k) Trust
Common Stock							201 (3)	I	ESOP Trust

OMB APPROVAL

Chief Information Officer

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Applicable Line)

Person

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(e.g., puts, calls, warrants, options, convertible securities)

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

2 Transaction Data 2A Dagmad

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.

6 Data Evaraigable and

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	(A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amous or Number of Shares
Stock Appreciation Right	\$ 29.88	11/28/2017		M	6,000	12/22/2009	12/22/2018	Common Stock	6,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WEGRZYN ANN M 6363 MAIN STREET WILLIAMSVILLE, NY 14221

Chief Information Officer

Signatures

J.P. Baetzhold, Attorney in Fact

11/30/2017

**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 November 28, 2017, the reporting person exercised a stock appreciation right with respect to 6,000 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 3,102 shares is shown on

(1) 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 1,072 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.

Reporting Owners 2

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- 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 November 28, 2017, 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 (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 November 28, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

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.