### CELLINO ANNA MARIE

Form 4

December 23, 2008

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CELLINO ANNA MARIE			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			NATIONAL FUEL GAS CO [NFG]					NFG]	(Check all applicable)			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction									
6363 MAIN STREET			(Month/Day/Year) 12/22/2008						Director 10% Owner X Officer (give title Other (specify below) President			
	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
WILLIAMS	SVILLE, NY 142							Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date any (Month/Day/Year)		Code (Instr. 8)		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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									83,319	D		
Common Stock	12/22/2008			J	V	497 (1)	A	\$0	10,691	I	401k Trust	
Common	12/22/2008			т	V	<b>5</b> (2)	٨	\$ 0	1.054	ī	ESOP	

V 5 (2)

\$0

1,054

A

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

12/22/2008

Stock

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Ι

Trust

### Edgar Filing: CELLINO ANNA MARIE - Form 4

#### number.

# 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. Transact Code (Instr. 8)	or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Right	\$ 29.88	12/22/2008		A	40,000	(3)	12/22/2018	Common Stock	40,00

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CELLINO ANNA MARIE 6363 MAIN STREET

President

WILLIAMSVILLE, NY 14221

## **Signatures**

James R. Peterson, Attorney in Fact 12/23/2008

\*\*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 Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (2) Routine acquisition under the NFG ESOP Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- Represents the award of 40,000 SAR's which become exercisable in three equal annual installments beginning December 22, 2009 based on National Fuel Gas Company's satisfaction of certain performance criteria for each fiscal year end 2009, 2010 and 2011. In the event
- the performance condition for a given fiscal year is not met, the incremental percentage of shares for that fiscal year shall be automatically forfeited.

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.

Reporting Owners 2