NATIONAL FUEL GAS CO

Form 4 March 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 * SEELEY DENNIS J			2. Issuer Name and Ticker or Trading Symbol NATIONAL FUEL GAS CO [NFG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction			(Check an applicable)			
6363 MAIN :	STREET		(Month/D 02/01/20	•		X_ Officer (gives	ve title 0th below)	er (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by	One Reporting Po	erson		
WILLIAMSV	VILLE, NY 1	4221				Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed (of, or Beneficia	lly Owned		
1.Title of Security	2. Transaction 1 (Month/Day/Ye			3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature o Indirect		

		14.01					quii eu, 2 isposeu .	or, or <i>Delicition</i>	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, Amount	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock					· ·		36,041 <u>(1)</u>	D	
Common Stock							40,674	I	By spouse
Common Stock	02/09/2006		J V	255 (2)	A	\$0	9,950	I	401(k) Trust
Common Stock	02/09/2006		J V	185 (3)	A	\$0	4,346	I	ESOP Trust

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						-	Date	Title Number			
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SEELEY DENNIS J 6363 MAIN STREET WILLIAMSVILLE, NY 14221

President, NFGDC

Signatures

James R. Peterson, Attorney 02/28/2006 in Fact

**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).
- Includes 10,275 shares previously held through the ESOP which were distributed to the reporting person's IRA on December 29, 2005 **(1)** and are now owned directly instead of indirectly.
- **(2)** Routine acquisitions under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- Routine acquisitions under the NFG ESOP Trust, exempt under Rulte 16b-3(c), a non-reportable transaction. Ending balance of shares **(3)** has been adjusted for the 10,275 shares now owned directly.

Remarks:

NOTE: Dennis J. Seeley retired on February 1, 2006, and is no longer subject to Form 4 or Form 5 filing obligations. Reporti Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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