NATIONAL FUEL GAS CO

Form 4

August 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

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

Check this box

obligations may continue.

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

See Instruction

1(b).

Common

Stock

08/27/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * Carlotti Carl M									5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of	3. Date of Earliest Transaction						(Check all applicable)			
				(Month/Day/Year)						Director 10% Owner			
6363 MAIN STREET									_X_ Officer (give title Other (specify below) Senior VP - NFG Dist. Corp.				
(Street)			4. If Amendment, Date Original 6						6. Individual or Joint/Group Filing(Check				
			· · · · · · · · · · · · · · · · · · ·						Applicable Line)				
BUFFALO, NY 14221				_						X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DUITALO	, 111 14221							F	Person				
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		Code (Instr.	8)	onor Dispos (Instr. 3, 4	ed of (4 and 3 (A) or	(D) 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	08/27/2013			Code M	V	Amount 25,000	(D)	Price \$ 28.155	72,237	D			
Common Stock	08/27/2013			S		25,000	D	\$ 66.27 (1)	47,237	D			
Common Stock	08/27/2013			J	V	469 (2)	A	\$ 0	11,644	I	401k Trust		

 $V 2^{(3)}$

\$0

117

Ι

Α

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

ESOP

Trust

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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 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)	TransactionDerivative		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 (Right to Buy)	\$ 28.155	08/27/2013		M		25,000	06/29/2005	03/30/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carlotti Carl M

6363 MAIN STREET Senior VP - NFG Dist. Corp. BUFFALO, NY 14221

Signatures

Anna Marie Cellino, Attorney in Fact

08/29/2013

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.05 to \$66.36, inclusive. The reporting person undertakes to provide to National Fuel Gas Company, any security holder of National Fuel Gas Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) Routine acquisition under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (3) Routine acquisition under the NFG ESOP Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

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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