#### NATIONAL FUEL GAS CO

Form 4

December 23, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5

if no longer

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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).

Stock

Stock

Stock

Common

Common

12/19/2013

12/19/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * PUSTULKA JOHN R			Issuer Name and about ATIONAL FU			s ]	5. Relationship of Reporting Person(s) to Issuer			
(Mon			Date of Earliest To onth/Day/Year) 19/2013	ransaction			(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  President - NFG Supply Corp.			
	(Street)		f Amendment, Da d(Month/Day/Year	U	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WILLIAM	SVILLE, NY 14	221				- 1	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code Year) (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	12/19/2013		F	462 (1)	D	\$ 69.82	37,391	D		
Common	12/20/2013		F	462 (2)	D	\$ 70.865	36,929	D		

V 126 (3) A

V 1 = (4)

J

70.865

17,021

3,723

\$0

\$0

Α

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

401k

Trust

**ESOP** 

Trust

Ι

Ι

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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)	4. Transa 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. F Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(5)</u>	12/19/2013		A		2,764		<u>(6)</u>	<u>(6)</u>	Common Stock	2,764	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PUSTULKA JOHN R 6363 MAIN STREET WILLIAMSVILLE, NY 14221

President - NFG Supply Corp.

# **Signatures**

Paula M. Ciprich, Attorney in Fact

12/23/2013

\*\*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).
- On December 19, 2013, the reporting person had 462 shares withheld and cancelled to cover minimum required tax withholdings due to (1) the vesting of shares of restricted stock. 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.
- On December 20, 2013, the reporting person had 462 shares withheld and cancelled to cover minimum required tax withholdings due to (2) the vesting of shares of restricted stock. 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) Routine acquisition under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

Reporting Owners 2

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- (4) Routine acquisition under the NFG ESOP Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (5) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.
- (6) The restricted stock units vest as follows: 921 on December 19, 2014, 921 on December 19, 2015, and 922 on December 19, 2016.

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.