

NATIONAL FUEL GAS CO
Form 3
March 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
* ^ WEGRZYN ANN M			03/09/2017		NATIONAL FUEL GAS CO [NFG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
6363 MAIN STREET			(Check all applicable)			6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
WILLIAMSVILLE, NY 14221			Chief Information Officer			
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,717	D	^
Common Stock	2,212 ⁽¹⁾	I	401(k) Trust
Common Stock	196 ⁽²⁾	I	ESOP Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Appreciation Right	02/20/2009	02/20/2018	Common Stock	1,166	\$ 47.37	D	Â
Stock Appreciation Right	Â ⁽³⁾	12/22/2018	Common Stock	6,000	\$ 29.88	D	Â
Stock Appreciation Right	Â ⁽⁴⁾	03/11/2020	Common Stock	4,000	\$ 52.1	D	Â
Stock Appreciation Right	Â ⁽⁵⁾	12/20/2020	Common Stock	2,000	\$ 63.865	D	Â
Stock Appreciation Right	12/19/2014	12/19/2021	Common Stock	2,000	\$ 55.09	D	Â
Stock Appreciation Right	Â ⁽⁶⁾	12/19/2022	Common Stock	4,546	\$ 53.045	D	Â
Restricted Stock Units	12/19/2017	12/19/2017	Common Stock	242	\$ ⁽⁷⁾	D	Â
Restricted Stock Units	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	950	\$ ⁽⁷⁾	D	Â
Restricted Stock Units	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	932	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEGRZYN ANN M 6363 MAIN STREET WILLIAMSVILLE, NY 14221	Â	Â	Â Chief Information Officer	Â

Signatures

James P. Baetzhold 03/17/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 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 March 9, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

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- The NFG employee stock ownership 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 ESOP as of March 9, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (2) The stock appreciation right became exercisable in three equal annual installments beginning December 22, 2009.
 - (4) The stock appreciation right became exercisable as follows: 1,333 on November 24, 2010; 1,333 on November 23, 2011; and 1,334 on November 21, 2012.
 - (5) The stock appreciation right became exercisable as follows: 666 on December 20, 2011; 667 on December 20, 2012; and 667 on December 20, 2013.
 - (6) The stock appreciation right became exercisable as follows: 1,515 on December 19, 2013; 1,515 on December 19, 2014; and 1,516 on December 19, 2015.
 - (7) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.
 - (8) The restricted stock units vest in two equal annual installments beginning December 17, 2017.
 - (9) The restricted stock units vest as follows: 310 on December 15, 2017; 311 on December 15, 2018; and 311 on December 15, 2019.

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Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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