

KRAEMER RONALD C

Form 4

December 18, 2018

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAEMER RONALD C

(Last) (First) (Middle)

6363 MAIN STREET

(Street)

WILLIAMSVILLE, NY 14221

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NATIONAL FUEL GAS CO [NFG]

3. Date of Earliest Transaction
(Month/Day/Year)

12/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Pres - Empire Pipeline

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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	12/15/2018		M	545 A	33,683	D	
Common Stock	12/15/2018		F	186 ⁽²⁾ D	\$ 33,497	D	
Common Stock	12/17/2018		M	519 A	34,016	D	
Common Stock	12/17/2018		F	177 ⁽³⁾ D	\$ 33,839	D	
Common Stock					14,017 ⁽⁴⁾	I	401K Trust

Edgar Filing: KRAEMER RONALD C - Form 4

Common Stock	3,657 ⁽⁵⁾	I	ESOP Trust
-----------------	----------------------	---	---------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transaction 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. Price Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/15/2018		M		545		(6)	(6)	Common Stock	545	\$ 0
Restricted Stock Units	(1)	12/17/2018		M		519		(7)	(7)	Common Stock	519	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
KRAEMER RONALD C 6363 MAIN STREET WILLIAMSVILLE, NY 14221	Director 10% Owner Officer Other Pres - Empire Pipeline

Signatures

J.P. Baetzhold, Attorney
in Fact 12/18/2018

 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) Restricted stock units convert into common stock on a one-for-one basis.

On December 15, 2018, the reporting person had 186 shares withheld and cancelled to cover minimum required tax withholdings due to

- (2) the vesting of restricted stock units. 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 17, 2018, the reporting person had 177 shares withheld and cancelled to cover minimum required tax withholdings due to

- (3) the vesting of performance shares. 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.

The NFG stock fund under the NFG 401(k) plan is denominated in units, representing ownership interests in a fund that includes both

- (4) 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 December 17, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

The NFG employee stock ownership plan is denominated in units, representing ownership interests in a fund that includes both NFG

- (5) 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 December 17, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

- (6) On December 15, 2016, the reporting person was granted 1,635 restricted stock units, vesting as follows: 545 on December 15, 2017, 545 on December 15, 2018, and 545 on December 15, 2019.

- (7) On December 17, 2015, the reporting person was granted 1,556 restricted stock units, vesting as follows: 518 on December 17, 2016, 519 on December 17, 2017, and 519 on December 17, 2018.

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.