

DeCarolis Donna L  
Form 4  
December 21, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DeCarolis Donna L

(Last) (First) (Middle)

6363 MAIN ST.

(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)

12/19/2018

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)

VP Business Development

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	12/19/2018		A	1,844 A	\$ 0 57,705	D	
Common Stock	12/19/2018		F	627 <sup>(1)</sup> D	\$ 54.53 57,078	D	
Common Stock	12/20/2018		M	333 A <u>2</u>	57,411	D	
Common Stock	12/20/2018		F	114 <sup>(3)</sup> D	\$ 53.836 57,297	D	
Common Stock					18,559 <sup>(4)</sup>	I	401K Trust

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Common Stock	238 <u>(5)</u>	I	ESOP Trust
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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	12/19/2018		A		4,465		<u>(7)</u>	<u>(7)</u>	Common Stock	4,465
Restricted Stock Units	<u>(2)</u>	12/20/2018		M		333		<u>(8)</u>	<u>(8)</u>	Common Stock	333

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DeCarolis Donna L 6363 MAIN ST. WILLIAMSVILLE, NY 14221	VP Business Development

## Signatures

J. P. Baetzhold, Attorney  
in Fact 12/21/2018

        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).

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- On December 19, 2018, the reporting person had 627 shares withheld and cancelled to cover minimum required tax withholdings due to 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.
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- On December 20, 2018, the reporting person had 114 shares withheld and cancelled to cover minimum required tax withholdings due to 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.
- (3) 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 December 20, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (4) 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 December 20, 2018, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (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: 1,488 on December 19, 2019, 1,488 on December 19, 2020, and 1,489 on December 19, 2021.
- (7) On December 20, 2017, the reporting person was granted 1,000 restricted stock units, vesting as follows: 333 on December 20, 2018, 333 on December 20, 2019, and 334 on December 20, 2020.
- (8)

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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