

SMITH DAVID F
Form 4
February 11, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH DAVID F

2. Issuer Name and Ticker or Trading Symbol
NATIONAL FUEL GAS CO [NFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6363 MAIN ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2019

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

WILLIAMSVILLE, NY 14221

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

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

(City) (State) (Zip)

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)
			Code	V	Amount	Price	
Common Stock	02/08/2019		M		125,000	A \$ 52.1	363,168 D
Common Stock	02/08/2019		D		111,851 <u>(1)</u>	D \$ 58.225	251,317 D
Common Stock	02/08/2019		F		3,313 <u>(1)</u>	D \$ 58.225	248,004 D
Common Stock	02/08/2019		M		85,297	A \$ 53.045	333,301 D
Common Stock	02/08/2019		D		77,709 <u>(2)</u>	D \$ 58.225	255,592 D
	02/08/2019		F		2,382 <u>(2)</u>	D	253,210 D

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Common Stock					\$						
					58.225						
Common Stock	02/08/2019		M	40,000	A	\$ 55.09	293,210		D		
Common Stock	02/08/2019		D	37,847 <u>(3)</u>	D	\$ 58.225	255,363		D		
Common Stock	02/08/2019		F	847 <u>(3)</u>	D	\$ 58.225	254,516		D		
Common Stock	02/08/2019		S	9,700	D	\$ 58.24 <u>(4)</u>	244,816		D		
Common Stock							51,902		I		Held by Spouse
Common Stock							19,025 <u>(5)</u>		I		401K Trust
Common Stock							1,901 <u>(6)</u>		I		ESOP Trust

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

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(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 Security (Instr. 3 and 4)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 52.1	02/08/2019		M	125,000	<u>(7)</u>	04/01/2019	Common Stock	12
Stock Appreciation Right	\$ 53.045	02/08/2019		M	85,297	<u>(8)</u>	04/01/2019	Common Stock	85
Stock Appreciation Right	\$ 55.09	02/08/2019		M	40,000	04/01/2014	04/01/2019	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID F 6363 MAIN ST. WILLIAMSVILLE, NY 14221				

Signatures

J. P. Baetzhold, Attorney

in Fact

02/11/2019

__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 February 8, 2019, the reporting person exercised a stock appreciation right with respect to 125,000 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 111,851 shares is shown on (1) Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 3,313 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.

On February 8, 2019, the reporting person exercised a stock appreciation right with respect to 85,297 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 77,709 shares is shown on (2) Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 2,382 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.

On February 8, 2019, the reporting person exercised a stock appreciation right with respect to 40,000 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 37,847 shares is shown on (3) Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 847 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.22 to \$58.26, inclusive. The reporting person undertakes to provide 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. (4)

The NFG stock fund under the NFG 401(k) plan is denominated in units, representing ownership interests in a fund that includes both (5) 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 2/7/19, 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 (6) 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 2/7/2019, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(7) The Stock Appreciation Right became exercisable as follows: 41,666 shares on November 29, 2010, 41,667 shares on November 29, 2011, and 41,667 shares on November 29, 2012.

(8) The Stock Appreciation Right became exercisable as follows: 28,432 shares on December 19, 2013 and 56,865 shares on April 1, 2014.

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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