

NATIONAL FUEL GAS CO
Form DEFA14A
February 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-12

NATIONAL FUEL GAS COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

Edgar Filing: NATIONAL FUEL GAS CO - Form DEFA14A

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

Supplemental Information Regarding

Proposal 3: Non-Binding Advisory Vote Approving Executive Compensation

February 24, 2012

Dear Stockholders of National Fuel Gas Company:

At National Fuel Gas Company's (the "Company") Annual Meeting of Stockholders to be held on March 8, 2012, stockholders will cast a non-binding advisory vote to approve the compensation of the Company's executives (the "say on pay" vote). Proposal 3 in the Company's 2012 proxy statement includes relevant information regarding this matter. As noted in the proxy statement, the Company believes that its compensation policies and procedures encourage a culture of pay for performance and are strongly aligned with both the short and long-term interests of the Company's stockholders. **The Company's Board of Directors has recommended that you vote FOR Proposal 3.**

ISS Proxy Advisory Services ("ISS") has recommended that its clients vote against Proposal 3 in light of what ISS claims is a "pay for performance disconnect." The Company believes that there is a fundamental flaw in ISS's application of its methodology to the Company. The Company has raised its concerns with ISS's analysis in the attached letter, along with other important observations. **We urge you to consider the letter and vote FOR Proposal 3.**

Sincerely yours,

Paula M. Ciprich

General Counsel and Secretary

