KRAEMER RONALD C

Form 4

December 08, 2017

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KRAEMER RONALD C			2. Issuer Name and Ticker or Trading Symbol NATIONAL FUEL GAS CO [NFG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
6363 MAIN STREET			(Month/Day/Year) 12/06/2017	Director 10% Owner Officer (give title Other (specify below) Pres - Empire Pipeline			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WILLIAMSV	ILLE, NY	14221	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/06/2017		A	796	A	\$0	30,202	D	
Common Stock	12/06/2017		F	295 (1)	D	\$ 57.795	29,907	D	
Common Stock	12/06/2017		A	632	A	\$0	30,539	D	
Common Stock	12/06/2017		F	234 (2)	D	\$ 57.795	30,305	D	
Common Stock							13,276 <u>(3)</u>	I	401k Trust

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Common Stock 3,586 $\frac{(4)}{}$ I ESOP Trust

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amount Underly Securiti (Instr. 3	ount of erlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KRAEMER RONALD C 6363 MAIN STREET WILLIAMSVILLE, NY 14221

Pres - Empire Pipeline

Signatures

J.P. Baetzhold, Attorney in Fact 12/08/2017

**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 December 6, 2017, the reporting person had 295 shares withheld and cancelled to cover minimum required tax withholdings due to (1) 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.
- (2) On December 6, 2017, the reporting person had 234 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),

Reporting Owners 2

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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 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 6, 2017, 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 (4) 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 6, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

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.