

NATIONAL FUEL GAS CO
 Form 4
 December 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 MCGINNIS JOHN P

(Last) (First) (Middle)

1201 LOUISIANA STREET, SUITE 2600

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2016

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)

President-Seneca Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/19/2016		M	4,000 A	Ⓣ 33,379	D	
Common Stock	12/19/2016		F	1,094 (2) D	\$ 58.01 32,285	D	
Common Stock	12/19/2016		M	775 A	Ⓣ 33,060	D	
Common Stock	12/19/2016		F	212 (3) D	\$ 58.01 32,848	D	
Common Stock	12/19/2016		M	863 A	Ⓣ 33,711	D	

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Common Stock	12/19/2016	F	237 ⁽⁴⁾	D	\$ 58.01	33,474	D	
Common Stock						6,426 ⁽⁵⁾	I	401k Trust
Common Stock						13,615	I	By limited liability company ⁽⁶⁾
Common Stock						1,205	I	By reporting person and spouse as trustees for child
Common Stock						1,205	I	By reporting person and spouse as trustees for child

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. Price or Value 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>(1)</u>	12/19/2016		M	4,000	<u>(7)</u>	<u>(7)</u>	Common Stock	4,000
Restricted Stock	<u>(1)</u>	12/19/2016		M	775	<u>(8)</u>	<u>(8)</u>	Common Stock	775

Units

Restricted

Stock	(1)	12/19/2016	M	863	(9)	(9)	Common	863	\$
Units							Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGINNIS JOHN P 1201 LOUISIANA STREET SUITE 2600 HOUSTON, TX 77002			President-Seneca Resources	

Signatures

James P. Baetzhold, Attorney in Fact	12/21/2016
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__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.

(2) On December 19, 2016, the reporting person had 1,094 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) On December 19, 2016, the reporting person had 212 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.

(4) On December 19, 2016, the reporting person had 237 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.

(5) 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 15, 2016, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

(6) The reporting person and his spouse are the sole members of the limited liability company.

(7) On December 19, 2011, the reporting person was granted 12,000 restricted stock units, vesting as follows: 4,000 on December 19, 2014, 4,000 on December 19, 2015, and 4,000 on December 19, 2016.

(8) On December 19, 2013, the reporting person was granted 2,323 restricted stock units, vesting as follows: 774 on December 19, 2014, 774 on December 19, 2015, and 775 on December 19, 2016.

(9) On December 19, 2014, the reporting person was granted 2,590 restricted stock units, vesting as follows: 863 on December 19, 2015, 863 on December 19, 2016, and 864 on December 19, 2017.

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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