

MCGINNIS JOHN P
 Form 4
 December 21, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCGINNIS JOHN P

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)
 1201 LOUISIANA STREET, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2017

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

Pres - Seneca Resources

(Street)
 HOUSTON, TX 77002

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)
Common Stock	12/19/2017		M	864 A	\$ 27,187	D	
Common Stock	12/19/2017		F	363 (2) D	\$ 55.563	D	
Common Stock					7,320 (3)	I	401k Trust
Common Stock					25,874	I	By limited liability company (4)
					1,735	I	

Common Stock							By reporting person and spouse as trustees for child
Common Stock				1,735	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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(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. De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/19/2017		M		864	(5) (5)	Common Stock	864
Restricted Stock Units	(6)	12/20/2017		A		7,569	(7) (7)	Common Stock	7,569

Reporting Owners

Reporting Owner Name / Address	Relationships
MCGINNIS JOHN P 1201 LOUISIANA STREET SUITE 2600	Director 10% Owner Officer Other Pres - Seneca Resources

HOUSTON, TX 77002

Signatures

J. P. Baetzhold, Attorney
in Fact

12/21/2017

__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).

(1) Restricted stock units convert into common stock on a one-for-one basis.

(2) On December 19, 2017, the reporting person had 363 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 19, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.

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

(5) 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.

(6) Each restricted stock unit represents a contingent right to receive one share of NFG common stock.

(7) The restricted stock units vest as follows: 2,523 on December 20, 2018, 2,523 on December 20, 2019, and 2,523 on December 20, 2020.

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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