

MCGINNIS JOHN P  
Form 4  
December 21, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
12/19/2018

\_\_\_\_ 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)  
\_X\_ 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 (A) or (D) Price		
Common Stock	12/19/2018		A		9,310 A \$ 0	D	
Common Stock	12/19/2018		F		3,664 (1) D \$ 54.53	D	
Common Stock	12/20/2018		M		2,523 A 2 39,689	D	
Common Stock	12/20/2018		F		993 (3) D \$ 53.836	D	
Common Stock						I	401k Trust
					8,335 (4)		

Common Stock	28,692	I	By limited liability company <u>(5)</u>
Common Stock	2,339	I	By reporting person and spouse as trustees for child
Common Stock	2,339	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Restricted Stock Units	<u>(6)</u>	12/19/2018		A	9,793		<u>(7)</u>	<u>(7)</u>	Common Stock	9,793
Restricted Stock Units	<u>(2)</u>	12/20/2018		M	2,523		<u>(8)</u>	<u>(8)</u>	Common Stock	2,523

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGINNIS JOHN P  
1201 LOUISIANA STREET  
SUITE 2600  
HOUSTON, TX 77002

Pres - Seneca Resources

## Signatures

J. P. Baetzhold, Attorney  
in Fact

12/21/2018

\_\_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) On December 19, 2018, the reporting person had 3,664 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), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in Column 3.
  - (2) Restricted stock units convert into common stock on a one-for-one basis.
    - (3) On December 20, 2018, the reporting person had 993 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) 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 20, 2019, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
    - (5) The reporting person and his spouse are the sole members of the limited liability company.
    - (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: 3,264 on December 19, 2019, 3,264 on December 19, 2020, and 3,265 on December 19, 2021.
    - (8) On December 20, 2017, the reporting person was granted 7,569 restricted stock units, vesting 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. 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.