

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>SMITH DAVID F</b>			<b>NATIONAL FUEL GAS CO [ NFG ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
<b>6363 MAIN ST.</b>			<b>2/8/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>WILLIAMSVILLE, NY 14221</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/8/2019		M		125000.00	A	\$52.10	363168.00	D	
Common Stock	2/8/2019		D		111851.00 (1)	D	\$58.225	251317.00	D	
Common Stock	2/8/2019		F		3313.00 (1)	D	\$58.225	248004.00	D	
Common Stock	2/8/2019		M		85297.00	A	\$53.045	333301.00	D	
Common Stock	2/8/2019		D		77709.00 (2)	D	\$58.225	255592.00	D	
Common Stock	2/8/2019		F		2382.00 (2)	D	\$58.225	253210.00	D	
Common Stock	2/8/2019		M		40000.00	A	\$55.09	293210.00	D	
Common Stock	2/8/2019		D		37847.00 (3)	D	\$58.225	255363.00	D	
Common Stock	2/8/2019		F		847.00 (3)	D	\$58.225	254516.00	D	
Common Stock	2/8/2019		S		9700.00	D	\$58.24 (4)	244816.00	D	
Common Stock								51902.00	I	Held by Spouse
Common Stock								19025.00 (5)	I	401K Trust
Common Stock								1901.00 (6)	I	ESOP Trust

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$52.10	2/8/2019		M		125000.00		(7)	4/1/2019	Common Stock	125000.00	\$0.00	0.00	D	
Stock Appreciation Right	\$53.045	2/8/2019		M		85297.00		(8)	4/1/2019	Common Stock	85297.00	\$0.00	0.00	D	
Stock Appreciation Right	\$55.09	2/8/2019		M		40000.00			4/1/2014 4/1/2019	Common Stock	40000.00	\$0.00	0.00	D	

### Explanation of Responses:

(1) On February 8, 2019, the reporting person exercised a stock appreciation right with respect to 125,000 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 111,851 shares is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting

person had 3,313 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.

- (2) On February 8, 2019, the reporting person exercised a stock appreciation right with respect to 85,297 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 77,709 shares is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 2,382 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.
- (3) On February 8, 2019, the reporting person exercised a stock appreciation right with respect to 40,000 shares of Common Stock of the Company. In connection with this exercise, the reporting person was deemed to have sold back to the Company shares of Common Stock of the Company having a value equal to the exercise price of the stock appreciation right. This deemed sale of 37,847 shares is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "D" in column 3. Additionally, the reporting person had 847 shares of Common Stock of the Company withheld and cancelled to cover minimum tax withholding. This share cancellation is shown on Table I as a disposition (Transaction Code "D" in column 4), although none of these shares were sold into the open market, as indicated by Transaction Code "F" in column 3.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.22 to \$58.26, inclusive. The reporting person undertakes to provide National Fuel Gas Company, any security holder of National Fuel Gas Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (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 2/7/19, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (6) The NFG employee stock ownership 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 ESOP as of 2/7/2019, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (7) The Stock Appreciation Right became exercisable as follows: 41,666 shares on November 29, 2010, 41,667 shares on November 29, 2011, and 41,667 shares on November 29, 2012.
- (8) The Stock Appreciation Right became exercisable as follows: 28,432 shares on December 19, 2013 and 56,865 shares on April 1, 2014.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID F 6363 MAIN ST. WILLIAMSVILLE, NY 14221	X			

#### Signatures

**J. P. Baetzhold, Attorney in Fact**

**2/11/2019**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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