

# 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 *<br><b>WEGRZYN ANN M</b><br>(Last) (First) (Middle)<br><b>6363 MAIN STREET</b><br>(Street)<br><b>WILLIAMSVILLE, NY 14221</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>NATIONAL FUEL GAS CO [ NFG ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Information Officer</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>12/19/2017</b>                                                                                                                             |                                                                                    | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                          |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                             |                                                                                    |                                                                                                                                                                                                                                                                                                         |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |          | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|----------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price    |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 12/19/2017     |                                         | M                            |   | 242.00                                                                  | A             | (1)      | 17230.00                                                                                            | D                                                                       |                                                                   |
| Common Stock                       | 12/19/2017     |                                         | F                            |   | 90.00<br>(2)                                                            | D             | \$55.563 | 17140.00                                                                                            | D                                                                       |                                                                   |
| Common Stock                       |                |                                         |                              |   |                                                                         |               |          | 2498.00 (3)                                                                                         | I                                                                       | 401k<br>Trust                                                     |
| Common Stock                       |                |                                         |                              |   |                                                                         |               |          | 201.00 (4)                                                                                          | I                                                                       | ESOP<br>Trust                                                     |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V |                                                                                                    | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Units                      | (1)                                                                | 12/19/2017        |                                         | M                               |   | 242.00                                                                                             | (5)                                        | (5)                | Common<br>Stock                                                                            | 242.00                           | \$0.00                                              | 0.00                                                                                                                       | D                                                                                                     |                                                                    |
| Restricted Stock<br>Units                      | (6)                                                                | 12/20/2017        |                                         | A                               |   | 1249.00                                                                                            | (7)                                        | (7)                | Common<br>Stock                                                                            | 1249.00                          | \$0.00                                              | 1249.00                                                                                                                    | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On December 19, 2017, the reporting person had 90 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 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 December 19, 2017, as reported by the plan administrator, divided by the closing price of NFG common stock on that date.
- (5) On December 19, 2014, the reporting person was granted 726 restricted stock units, vesting as follows: 242 on December 19, 2015, 242 on December 19, 2016, and 242 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: 416 on December 20, 2018, 416 on December 20, 2019, and 417 on December 20, 2020.

**Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |                           |       |
|--------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                   | Other |
| WEGRZYN ANN M<br>6363 MAIN STREET<br>WILLIAMSVILLE, NY 14221 |               |           | Chief Information Officer |       |

**Signatures**

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

**12/21/2017**

**\*\***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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