NATIONAL FUEL GAS CO
Form DEF 14A
January 23, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE

SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

NATIONAL FUEL GAS COMPANY

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Amount Previously Paid:

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(4) Date Filed:

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NATIONAL FUEL GAS COMPANY

Notice of Annual Meeting

and

Proxy Statement

Annual Meeting of Stockholders

to be held on

March 12, 2015

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WHY YOUR VOTE IS IMPORTANT

Q: **Who is asking for my vote and why am I receiving this document?**

A: The Board asks that you vote on the matters listed in the Notice of Annual Meeting, which are more fully described in this Proxy Statement. This Proxy Statement is a document that Securities and Exchange Commission regulations require that we give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy, if duly executed and not revoked, will be voted and, if it contains any specific instructions, will be voted in accordance with those instructions.

Q: **How many shares are not voted at the Annual Meeting on non-routine matters (like election of directors and proposals other than the ratification of accountant)?**

A: **25% of all shares were not voted** last year at our Annual Meeting on non-routine matters. Since 2010, brokers have not been able to vote customer shares on non-routine matters. As you can see, this has disenfranchised a significant group of our stockholders.

Q: **How can I vote?**

A: There are four ways to vote by proxy:

Vote by Phone by calling 1-800-690-6903: You will need information from your proxy card to vote; have it available and follow the instructions provided.

Vote by scanning the Quick Response Code or QR Code on the Proxy card: By accessing the QR site through the proxy card you can vote your shares.

Vote by Internet by going to www.proxyvote.com: You will need information from your proxy card to vote; have it available and follow the instructions provided.

Vote by Mail: Complete and return the separate enclosed proxy card in the prepaid and addressed envelope.

You may also vote in person at the Annual Meeting. However, if you are the beneficial owner of the shares, you must obtain a legal proxy from the stockholder of record, usually your bank or broker, and bring it with you. A legal proxy identifies you, states the number of shares you own, and gives you the right to vote those shares. Without a legal proxy we cannot identify you as the owner, and will not know how many shares you have to vote.

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YOUR VOTE IS IMPORTANT!
PLEASE VOTE BY PHONE, BY QR CODE OR BY INTERNET, OR COMPLETE, SIGN, DATE AND RETURN YOUR PROXY CARD.

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2015 Proxy Statement Overview & Summary

This overview and summary includes certain business performance information and highlights information contained elsewhere in this proxy statement. This overview and summary does not contain all of the information that you should consider, and you should read the Company s Summary Annual Report and Form 10-K and this entire proxy statement carefully before voting.

Annual Meeting Voting Matters

The table below summarizes the matters that will be subject to the vote of stockholders at the 2015 Annual Meeting of Stockholders of National Fuel Gas Company:

Proposals	Board Vote Recommendation	Page Number (for additional details)
1. Election of Directors	FOR ALL NOMINEES	Page 4
2. Ratification of By-Law that Disqualifies Directors who Accept Certain Compensation From a Third Party	FOR	Page 62
3. Advisory Approval of Named Executive Officer Compensation	FOR	Page 64
4. Amendment and Reapproval of the 2010 Equity Compensation Plan	FOR	Page 71
5. Ratification of Auditor	FOR	Page 81
6. A Stockholder Proposal to Spin Off the Company s Utility	AGAINST	Page 82
7. A Stockholder Proposal to Add Gender Identity and Expression to Our Employment Non-Discrimination Policy	AGAINST	Page 85

Annual Meeting of Stockholders

Ø Time and Date	March 12, 2015 at 9:30 a.m. local time
Ø Location	The Ritz-Carlton Golf Resort, Naples 2600 Tiburón Drive, Naples, FL 34109
Ø Record Date	January 12, 2015
Ø Voting Details	Stockholders as of the record date are entitled to one vote for each share of common stock for each director nominee and each other proposal to be voted.
Ø Voting Deadline	Votes must be received by March 11, 2015. For employee benefit plans votes must be received by March 10, 2015.
Ø Attending the Meeting	National Fuel stockholders as of the record date are entitled to attend the annual meeting. In accordance with our security procedures, all persons attending the annual meeting may be asked for picture identification and proof of stock ownership. Please see Attending the Meeting on page 2.

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Overview of Business Performance and Long-Term Strategic Initiatives

Fiscal 2014 was another successful year for the Company, both financially and operationally. While each of our business segments had a solid operating performance during fiscal 2014, the Company s midstream businesses, consisting of the Pipeline & Storage segment and Gathering segment, combined to achieve a remarkable 44% growth in net income. This success results from long-term planning that capitalizes on our strategic geographic location. Our existing and planned interstate pipeline and gathering systems support the growth of Seneca Resources Corporation (Seneca), our exploration and production subsidiary, as well as other, non-affiliated Appalachian shale producers.

Also in fiscal 2014, Seneca began the development of its Marcellus Shale acreage in its Western Development Area (WDA). The WDA consists of 720,000 acres in western Pennsylvania, largely free of royalties and lease expirations. Seneca s first two well pads in the WDA (with a total of 15 wells) were brought on line late in the fiscal year. Seneca has de-risked 1,700 to 2,000 well locations there.

In the Eastern Development Area of its Marcellus Shale acreage, Seneca continued to deliver growth in natural gas production and reserves by bringing 35 new wells on line.

2014 Financial and Operating Highlights:

14% Growth in Earnings per Share: The Company s earnings per share in fiscal 2014 were $3.52, an increase of 14% over the prior year.

44% Growth from Midstream Businesses: The Company s midstream businesses generated combined net income of $110.3 million ($77.6 million in the Pipeline & Storage segment and $32.7 million in the Gathering segment), which was an increase of 44% over the prior year. This growth was driven by new transportation contracts and higher throughput during the fiscal year.

33% Increase in Natural Gas and Crude Oil Production: Seneca increased its total natural gas and crude oil production to 160.5 billion cubic feet equivalent (Bcfe), a 33% increase over the prior year.

24% Growth in Natural Gas & Crude Oil Reserves: At the end of fiscal 2014, Seneca increased its proved reserves of natural gas and crude oil to 1.913 trillion cubic feet equivalent (Tcfe), an increase of 24% over the prior year.

44th Year of Consecutive Dividend Increases: In June, the Company s annual dividend rate was increased by 2.7% to $1.54 per share, marking the 44th year of consecutive dividend increases and 112th year of uninterrupted dividend payments. The consolidated financial strength created by the Company s unique integrated natural gas business model allowed our continued elite dividend record.

Continued First-Rate Service: During the coldest winter in our utility service territory in 50 years, our servicemen and women in the field, our customer response representatives on the phone, and our dispatch operators and compression engineers kept the gas flowing to all of our customers with minimal disruption. In the rare instances we encountered outages, our crews restored service typically in a matter of hours.

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2014 Long-Term Strategic Results

National Fuel s capital intensive operations require a focus on strategic initiatives, including those between subsidiaries, that may take several years from business planning through completion. The results of this focus include:

New Major Interstate Pipeline Expansion Projects: In the Pipeline & Storage segment, agreements supporting the construction of two major interstate pipeline expansion projects were executed. Seneca is the anchor shipper on each of the Northern Access 2015 project (through Tennessee Gas Pipeline) and Northern Access 2016 project. These projects, which will have a combined investment of approximately $476 million, will provide Seneca a firm transportation path from its development in the WDA to high-value markets in Canada. While supporting Seneca s long-term growth, these projects are also a significant growth vehicle for the Pipeline & Storage segment.

Continued Build Out of the Clermont Gathering System: National Fuel Gas Midstream Corporation is continuing its real-time construction of the Clermont Gathering System, a 1 Bcf per day pipeline that will represent an investment in excess of $500 million when fully constructed. This gathering system is instrumental to the success of Seneca s long-term WDA Development Program. The build out of this gathering system will continue for a number of years and is fully integrated with Seneca s drilling plans, such that capital deployment and construction activities are directly coordinated with Seneca s development in the Marcellus Shale.

Expanding Natural Gas Gathering and Transportation Capabilities: The Company continues to aggressively pursue opportunities to expand its infrastructure to serve the rapid

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growth in volumes of natural gas produced from the Marcellus and Utica shales in Appalachia. Capital expenditures for fiscal 2015 through fiscal 2017 are estimated to be $890 million in the Pipeline & Storage segment and $370 million in the Gathering segment, a combined addition of 85% to the $1.188 billion of Midstream business net property plant and equipment, and 22% to the $5.743 billion of Company net property plant and equipment, both as of the end of fiscal 2014. A substantial portion of this investment relates to the Northern Access 2015 and Northern Access 2016 projects, both designed to provide Seneca production with access to higher-priced commodity markets in Canada.

Ongoing Natural Gas Development Success: Seneca continues to develop and further delineate its WDA. In addition, Seneca continues to evaluate the technology and design of its horizontal wells in order to maximize its return on capital.

Proposal 1 Nominees for Election as Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES FOR THE BOARD OF DIRECTORS.

Philip C. Ackerman age 71

Principal Occupation: **Former Chairman of the Board and Former Chief Executive Officer of National Fuel Gas Company**

Expertise: **Leadership, Industry, Regional**

Stephen E. Ewing Age 70

Principal Occupation: **Former Vice Chairman of DTE Energy**

Expertise: **Leadership, Industry**

For complete information on this proposal, please refer to page 4 and following.

Proposal 2 Ratification of By-Law

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF A BY-LAW DISQUALIFYING DIRECTORS WHO ACCEPT CERTAIN COMPENSATION FROM A THIRD PARTY.

The Company By-Law to be voted on is set forth in Appendix C to this Proxy Statement. The Board of Directors (the Board) strongly believes that the By-Law is a common sense control that enforces every Director s fiduciary duty of loyalty to all the stockholders, as a whole, rather than those particular stockholders with which the Director has a separate agreement a vital, clear and obvious benefit to all stockholders.

The key By-Law language disqualifies from service as a Company director any person who: is

a party to any financial arrangement with any person or entity other than the Company

or has received any such compensation or other payment from any person or entity other than the

Company in connection with service as a Director of the Company

The By-Law then lists certain types of financial arrangements that are not disqualifying under the By-Law, including certain pre-existing employment arrangements.

The Board strongly believes that allowing a multi-tiered Board in which a subset of Directors is compensated and motivated significantly differently from other Directors would be dysfunctional, bad for the stockholders overall, and contrary to the very essence of being a Director of a public company. A Director s fiduciary obligation is to put the interests of the Company and its stockholders first, and certainly before any conflicting personal interests.

For complete information on this proposal, please refer to page 62 and following.

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Proposal 3 Advisory Approval of Named Executive Officer Compensation
THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPANY S NAMED EXECUTIVE OFFICER COMPENSATION.

This proposal allows stockholders to take part in a non-binding, advisory vote to approve the compensation of the Company s named executive officers. The summary below and the discussion in the Compensation Discussion and Analysis beginning on page 20 (as well as the Say-on-Pay Proposal) provide information about the Company s compensation programs[1].

As described in the 2014 Financial and Operating Highlights on page iv, from both a short- and long-term perspective, fiscal 2014 was another successful year operationally and financially. CEO compensation is targeted at approximately P50 of the Hay Energy Industry market data. In addition, as a result of stockholder feedback, the Company has fully transitioned its long-term incentive program from one awarded partially in cash to one awarded fully in equity, two-thirds of which is performance based relative to the Hay peer group. The Board recommends a vote **FOR** the advisory approval of named executive officer compensation because it believes that the Company s compensation policies and procedures, as developed following engagement with its stockholders, encourage a culture of pay for performance and are strongly aligned with the interests of the Company s stockholders.

For complete information on this proposal, please refer to page 64 and following.

2014 Advisory Vote on Named Executive Officer Compensation and Stockholder Feedback
2014 Say-on-Pay Vote and Stockholder Engagement

The 2014 Say-on-Pay advisory vote yielded a result of about 96% of votes cast in support of the compensation of the Company s named executive officers. As in 2012 and 2013, members of Company management continue to hold meetings with some of the Company s largest stockholders to obtain feedback on the Company s compensation program, among other topics. The Board and management believe that this engagement facilitates important dialogue from which we gather various important viewpoints.

As a result of the stockholder feedback received in 2012, in 2013 the Compensation Committee of the Board (the Compensation Committee) converted a cash-based long-term incentive program to an equity-based program utilizing performance-based restricted stock units (RSUs). As with the cash-based program, the RSU program is subject to the same three-year total return on capital performance target relative to companies reported in the Natural Gas Distribution and Integrated Natural Gas Companies group of the Monthly Utility Reports of AUS, Inc. In both programs the target award will vest should the Company rank at the 60th percentile of the peer group. For the RSU program, performance at the 60th percentile will result in fifty percent of the RSUs vesting.

For fiscal 2014, the Compensation Committee adopted a new approach to long-term incentive compensation. Under the new approach, approximately two-thirds of a named executive officer s long-term incentive award consists of performance shares, split between two distinct performance conditions: one performance condition is tied to 3-year TSR and the other is tied to 3-year total return on capital, both relative to the performance of companies in the Hay peer group (as described below). The remaining approximately one-third of the long-term incentive award consists of time-vested RSUs used as a retention tool. The Compensation Committee s action represents an evolution from its practice prior to fiscal 2013 of utilizing a cash component for approximately one-half of long-term incentive awards. The Compensation Committee utilized its new approach in fiscal years 2014 and 2015. Assuming stockholder approval of Proposal 4 related to the 2010 Equity Compensation Plan, including the authorization of additional shares, the Compensation Committee expects to continue the new approach in fiscal 2016.

[1] Unless otherwise indicated, we intend capitalized and abbreviated terms to have the same meaning in this section as in the CD&A.

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CEO Compensation

For fiscal 2014, because of the transition associated with Mr. Smith s retirement and Mr. Tanski s assumption of the top executive position, as well as the move away from a long-term incentive partially paid in cash, the Summary Compensation Table does not appropriately reflect the philosophy behind the Compensation Committee s approach to CEO Compensation.

Below is a chart which compares information provided by Hay, the Compensation Committee s targeting of Mr. Tanski s pay for fiscal 2014 and the corresponding amounts contained in the Summary Compensation Table.

Fiscal 2014

CEO Compensation

	Hay P50 Target Energy Industry	As Targeted by Compensation Committee	As Contained in the Summary Compensation Table
Base Salary	$ 914,700	$ 845,625	$ 845,625
Bonus	$ 966,200	$ 887,906	$ 1,202,225
Total Cash	**$ 1,880,900**	**$ 1,733,531**	**$ 2,047,850**
Total Target LTI	**$ 2,203,700**	**$ 2,203,700**	**$ 2,286,841**
Total Direct Compensation	**$ 4,084,600**	**$ 3,937,231**	**$ 4,334,691**

Compensation Summary and Overview

Objectives of the Compensation Committee

When setting compensation for the Company s executives, the Compensation Committee s primary goal is to provide balanced incentives for creating value for stockholders in both the near-term and long-term. In order for this to occur, the Compensation Committee awards a combination of cash and equity components that are designed to:

- Ø Focus management efforts on both near-term and long-term drivers of stockholder value;
- Ø Tie a significant portion of executive compensation to long-term TSR by linking a significant portion of an executive officer s potential compensation to the future price of the Company s common stock; and
- Ø Attract, motivate, reward and retain management talent in the highly competitive energy industry in order to achieve the objectives that contribute to the overall success of the Company.

Elements of Compensation

The main elements of the 2014 executive compensation program are as follows:

- Ø *Base Salary (Cash)* Provides a predictable base compensation for day-to-day job performance;
- Ø *Short-Term Performance Incentives (Cash)* Utilizes metrics specific to each executive in order to motivate them to deliver near-term results for stockholders, generally over a period that is no longer than two years; and
- Ø *Long-Term Performance Incentives (Equity)* Focuses the attention of executives on delivering long-term stockholder value and on maintaining a significant personal investment in the Company through stock ownership.

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Recent Changes to the Compensation Program

After meeting with many of our largest stockholders during the past few years and obtaining valuable feedback, the compensation program has been amended in each of the past two years.

These recent changes to the executive compensation program are as follows:

- ***Shifting Long-Term Performance Incentive to Equity*** Prior to fiscal 2013, the Company granted a combination of equity-based awards (restricted stock and stock appreciation rights (SARs)) and performance-based cash awards tied to a total return on capital goal. In fiscal 2013, as an interim step prior to an in-depth review of its long term incentive (LTI) approach, the Compensation Committee replaced the cash portion of the program with performance-based RSUs, utilizing the same relative total return on capital metric. For fiscal 2014, the Company further revised the mix of awards to be approximately two-thirds performance shares (split between two distinct relative performance metrics measured over three years against a peer group) and one-third time-vested RSUs (vesting ratably over a 3-year period).
- ***Adoption of Relative Performance Conditions for Fiscal 2014*** As noted above, for fiscal 2014, the Compensation Committee devoted two-thirds of the LTI award to performance shares. The Committee established two distinct performance metrics: 3-year TSR relative to the Hay peer group and 3-year total return on capital relative to the Hay Peer Group.
- ***The CEO is required to own Six Times Base Salary in Company Stock*** Our CEO s stock ownership is approximately 22 times his base salary as of November 28, 2014.

Other Key Compensation Features

- The Company does not provide tax gross-ups ;
- Named executive officers and other officers are required to meet stock ownership guidelines that range from one to six times base salary;
- Equity incentive plans prohibit the repricing or exchange of equity awards without stockholder approval;
- The Committee has engaged two independent compensation consultants to assist in setting compensation;
- All change-in-control agreements are double triggered; and
- The Board has adopted a clawback provision.

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Reported Pay Does Not Adequately Reflect The Changing Compensation Approach

Given changes by the Compensation Committee (following stockholder outreach) to the LTI program as discussed above, we have provided an additional, supplemental compensation table below in order to distinguish the annual short-term cash incentive from the 3-year long-term cash incentive associated with awards made prior to fiscal 2013, to remove the impact of the move from cash-based LTI to equity-based LTI, and to remove the volatile, significant effects of changes in actuarial assumptions on the value of the named executive officers pension benefits disclosed in the 2014 Summary Compensation Table. This table, however, is not a substitute for the Summary Compensation Table, which can be found at page 40 in this proxy statement.

Name and Principal Position	Year	Salary ($)	Short-Term Cash Incentive ($)	Long-Term Cash Incentive (1)($)	Stock Awards (2)($)	Option Awards ($)	All Other Compensation ($)	Total ($)
Ronald J. Tanski	2014	845,625	1,202,225	938,000	1,143,421	0	150,530	4,279,801
President and Chief	2013	726,148	802,829	806,680	N/A	458,072	107,613	2,901,342
Executive Officer of the Company	2012	681,000	640,140	752,800	344,313	280,005	96,124	2,794,382
David P. Bauer	2014	343,500	246,315	262,640	127,080	0	34,949	1,014,484
Treasurer and Principal Financial	2013	318,000	233,000	225,120	N/A	113,353	26,042	915,515
Officer of the Company	2012	293,750	215,000	75,280	68,863	56,001	23,728	732,622
Matthew D. Cabell	2014	617,500	697,219	844,200	389,116	0	99,609	2,647,644
President of Seneca	2013	591,250	774,981	562,800	N/A	356,866	80,721	2,366,618
Resources Corporation	2012	573,750	445,402	564,600	309,881	252,005	58,412	2,204,050
Anna Marie Cellino	2014	518,750	517,272	450,240	285,964	0	77,851	1,850,077
President of National Fuel	2013	497,000	543,942	431,480	N/A	249,901	78,171	1,800,494
Gas Distribution Corporation	2012	482,250	585,861	423,450	206,588	168,003	79,695	1,945,847
John R. Pustulka	2014	500,500	505,380	450,240	277,820	0	90,013	1,823,953
President of National Fuel	2013	462,750	415,272	431,480	N/A	235,909	70,306	1,615,717
Gas Supply Corporation	2012	425,000	443,573	225,840	206,588	168,003	69,617	1,538,621
David F. Smith	2014	341,250	598,382	1,250,166	117,804	0	90,251	2,397,853
Executive Chairman of the	2013	776,600	1,378,894	1,435,140	N/A	909,650	168,863	4,669,147
Board until 4/1/14	2012	880,000	1,073,160	1,317,400	550,900	448,008	151,211	4,420,679

(1) For fiscal 2014, Long-Term Cash Incentive represents an estimated payment for the three-year performance period ended September 30, 2014. See footnote 2 to the Summary Compensation Table for more information.

(2) This column reflects: (a) for fiscal 2012, the stock awards listed in the Summary Compensation Table, (b) for fiscal 2013, no entry to emphasize the fact that the stock award in that year was issued in place of the prior long-term cash incentive already listed and (c) for fiscal 2014, one-half the value of the stock awards listed in the Summary Compensation Table to reflect the prior practice of issuing only one-half of LTI as equity. Also, for Mr. Smith, this represents the award for his employment through March 31, 2014.

CEO Compensation in Alignment with Peers

The Compensation Committee understands the importance of using benchmark data that reflects information from companies with comparable business segments over similar time periods. Reflected in the chart below is the Hay Group s comparison of fiscal 2013 total direct compensation for the Company s CEO (Mr. Tanski) against that of CEOs in our Hay peer group. The Company s CEO total direct compensation, shown in the table below, is in line with that of our peers.

Fiscal 2013 is the most recent complete fiscal year for which proxy statement data is available. Fiscal 2014 compensation may not yet be accurately compared to peers because 2014 compensation data for most of those peers is not yet available.

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CEO and President

Compared to CEO proxy data for fiscal year 2013

Company	Title	Sales ($M)	Total Direct Compensation Actual	Total Direct Compensation Target
AGL Resources, Inc.	Chairman, President & CEO	$4,617	$6,831,250	$5,935,080
Atmos Energy Corp.	President & CEO	$3,886	$4,449,444	$4,058,823
Cabot Oil & Gas Corp.	Chairman, President & CEO	$1,746	$8,846,710	$7,647,672
Energen Corp.	Chairman & CEO	$1,739	$5,797,858	$5,814,280
EQT Corp.	Chairman, President & CEO	$1,862	$7,831,022	$6,213,715
MDU Resources Group, Inc.	President & CEO	$4,462	$3,476,905	$2,803,780
New Jersey Resources Corp.	Chairman, President & CEO	$3,198	$2,513,855	$2,507,394
Northwest Natural Gas Co.	President & CEO	$778	$1,864,445	$1,706,245
Questar Corp.	Chairman, President & CEO	$1,220	$4,344,280	$3,934,855
Quicksilver Resources, Inc.	President & CEO	$532	$2,772,307	$3,454,807
Range Resources Corp.	President & CEO	$1,772	$10,495,667	$9,919,947
SM Energy Co.	CEO	$2,265	$5,932,674	$5,188,443
Southwest Gas Corp.	President & CEO	$1,951	$2,204,916	$2,150,820
UGI Corp.	President & CEO	$7,195	$3,204,172	$3,242,755
Ultra Petroleum Corp.	Chairman, President & CEO	$913	$5,800,000	$5,000,000
Whiting Petroleum Corp.	Chairman & CEO	$2,696	$10,095,368	$6,627,000
Summary Statistics				
75th Percentile		$3,370	$7,081,193	$6,004,739
Average		$2,552	$5,403,805	$4,762,851
Median		$1,906	$5,123,651	$4,529,412
25th Percentile		$1,609	$3,096,206	$3,133,011
National Fuel Gas Company	CEO and President	$1,830	$5,013,112	$4,791,201
Percentile Rank		*44%*	*49%*	*52%*

Total Direct Compensation = base salary + bonus + long-term incentives (target value for cash and grant date value for equity).

For complete information on this proposal, please refer to page 64 and following.

Proposal 4 Amendment and Reapproval of the 2010 Equity Compensation Plan

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE AMENDMENT AND REAPPROVAL OF THE 2010 EQUITY COMPENSATION PLAN.

We are seeking your approval of the National Fuel Gas Company 2010 Equity Compensation Plan (the Plan) for the purposes of (i) amending the Plan solely to increase the number of shares authorized for issuance under the Plan by an additional 3,000,000 shares of our Common Stock, par value $1.00 per share, and (ii) reaffirming the existing performance goals provided under, and other provisions of, the Plan in order to qualify certain performance-based awards to certain of our executive officers as performance-based compensation exempt from the limitation on income tax deductible compensation under Section 162(m) of the Internal Revenue Code (the Code).

As a result of stockholder feedback, we have structured a significant part of our management s compensation in the form of equity awards that directly align the interests of key executives and other key management employees with the interests of the Company s stockholders in growing the market value of the Company. In addition, in recent years equity awards have become more common in the exploration and production business. These developments naturally result in additional shares being used

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against the currently authorized number of shares to grant, which were authorized at a time when the Compensation Committee had determined, based on its business judgment, that long-term incentives should include a cash component.

For complete information on this proposal, please refer to page 71 and following.

Proposal 5 Ratification of Auditors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THIS APPOINTMENT.

As a matter of good governance, it is important that stockholders vote to ratify the selection of PricewaterhouseCoopers LLP as the Company s independent auditors for fiscal 2015.

For complete information on this proposal, please refer to page 81 and following.

Proposal 6 A Stockholder Proposal to Spin Off the Company s Utility

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST THIS STOCKHOLDER PROPOSAL.

The Board believes that a spin-off of its utility subsidiary would reduce stockholder value and put the Company s elite dividend record at risk. The Company s unique geographic, operational, commercial and financial integration, in which the Utility is an important part, drives distinct stockholder value creation opportunities. The Board and management have carefully considered this proposal and recommend a vote against it.

For complete information on this proposal, please refer to page 82 and following.

Proposal 7 A Stockholder Proposal to Add Gender Identity and Expression to Our Employment Non-Discrimination Policy

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST THIS STOCKHOLDER PROPOSAL.

For the second consecutive year, the Company received a stockholder proposal from an institutional investment manager, in the name of its client, Social Justice Fund NW. This proposal is substantially similar to a proposal submitted by that Fund last year which was defeated by more than 66% of the votes cast. As of fiscal 2014 year-end, Social Justice Fund NW (which limits its activity to five northwestern states where the Company does no business) owns 97 shares of Company Common Stock.

The Company is an equal opportunity employer and is fully committed to complying with all equal employment opportunity laws applicable to its employees. Federal regulations that address gender identity for certain employers have been promulgated and are expected to be effective in April, 2015. Once the regulations become effective, the Company will amend its policy to be in compliance. Thus, the Company believes that the proposal is unnecessary.

For complete information on this proposal, please refer to page 85 and following.

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NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

January 23, 2015

Dear Stockholders of National Fuel Gas Company:

We are pleased to invite you to join us at the Annual Meeting of Stockholders of National Fuel Gas Company. The meeting will be held at 9:30 a.m. local time on March 12, 2015 at The Ritz-Carlton Golf Resort, Naples, 2600 Tiburón Drive, Naples, Florida, 34109. The matters on the agenda for the meeting are outlined in the enclosed Notice of Annual Meeting and Proxy Statement.

So that you may elect Company directors and secure the representation of your interests at the Annual Meeting, we urge you to vote your shares. **The preferred methods of voting are by telephone, by Quick Response Code or (QR Code) or by Internet as described on the proxy card.** These methods are both convenient for you and reduce the expense of soliciting proxies for the Company. If you prefer not to vote by telephone or the Internet, please complete, sign and date your proxy card and mail it in the envelope provided. The Proxies are committed by law to vote your shares as you instruct on the proxy card, by telephone, by QR Code or by Internet.

The Company s annual proxy statement contains important stockholder and/or company proposals for which votes are needed in order to be passed and your vote is always important. Stockholder voting is the primary means by which stockholders can influence a company s operations and its corporate governance. In fact, stockholders who do vote can influence the outcome of the election in greater proportion than their percentage share ownership.

Your vote is important. Please make your voice heard by voting your shares on these important matters.

If you plan to be present at the Annual Meeting, you may so indicate when you vote by telephone, by QR Code or by Internet, or you can check the WILL ATTEND MEETING box on the proxy card. Even if you plan to be present, we encourage you to promptly vote your shares by telephone, by QR Code or by Internet, or to complete, sign, date and return your proxy card in advance of the meeting. If you later wish to vote in person at the Annual Meeting, you can revoke your proxy by giving written notice to the Secretary of the Annual Meeting and/or the Trustee (as described on the first page of this proxy statement), and/or by casting your ballot at the Annual Meeting.

Coffee will be served at 9:00 a.m. and I look forward to meeting with you at that time.

Please review the proxy statement and take advantage of your right to vote.

Sincerely yours,

Ronald J. Tanski

President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on March 12, 2015

To the Stockholders of National Fuel Gas Company:

Notice is hereby given that the Annual Meeting of Stockholders of National Fuel Gas Company (the Company) will be held at 9:30 a.m. local time on March 12, 2015 at The Ritz-Carlton Golf Resort, Naples, 2600 Tiburón Drive, Naples, Florida, 34109. The doors to the meeting will open at 9:00 a.m. local time. At the meeting, action will be taken with respect to:

(1) The election of two directors to hold office for three-year terms as provided in the attached proxy statement and until their respective successors have been elected and qualified;

(2) Ratification of By-Law that disqualifies directors who accept certain compensation from a third party;

(3) Advisory approval of named executive officer compensation;

(4) Amendment and Reapproval of the 2010 Equity Compensation Plan;

(5) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal 2015;

(6) A stockholder proposal to spin off the Company s utility, if presented at the meeting;

(7) A stockholder proposal to add gender identity and expression to our employment non-discrimination policy, if presented at the meeting;

and such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on January 12, 2015, will be entitled to vote at the meeting.

By Order of the Board of Directors

Paula M. Ciprich

General Counsel and Secretary

January 23, 2015

Important Notice Regarding The Availability Of Proxy Materials For The Stockholder

Meeting To Be Held On March 12, 2015

The proxy statement and summary annual report to security holders and financial statements are available at

proxy.nationalfuelgas.com

YOUR VOTE IS IMPORTANT

Please vote by telephone, by QR Code or by Internet.

Whether or not you plan to attend the meeting, and whatever the number of shares you own, please vote your shares by telephone, by QR Code or by Internet as described in the proxy/voting instruction card and reduce National Fuel Gas Company s expense in soliciting proxies. Alternatively, you may complete, sign, date and promptly return the enclosed proxy/voting instruction card in the accompanying envelope, which requires no postage if mailed in the United States.

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NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

PROXY STATEMENT

GENERAL INFORMATION

Introduction

This proxy statement is furnished to the holders of National Fuel Gas Company (the Company) common stock (the Common Stock) in connection with the solicitation of proxies on behalf of the Board of Directors of the Company (the Board of Directors or the Board) for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on March 12, 2015, or any adjournment or postponement thereof. This proxy statement and the accompanying proxy/voting instruction card are first being mailed to stockholders on or about January 23, 2015.

Solicitation of Proxies

All costs of soliciting proxies will be borne by the Company. MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016, has been retained to assist in the solicitation of proxies by mail, telephone, and electronic communication and will be compensated in the estimated amount of $16,122 plus reasonable out-of-pocket expenses. A number of regular employees of the Company and its subsidiaries, and one or more retirees of the Company and its subsidiaries, may solicit proxies in person, by telephone or by other methods. Costs, if any, associated with solicitation by retirees are expected to be de minimus.

Record Date, Outstanding Voting Securities and Voting Rights

Only stockholders of record at the close of business on January 12, 2015, will be eligible to vote at the Annual Meeting or any adjournment or postponement thereof. As of that date, 84,268,995 shares of Common Stock were issued and outstanding. The holders of 42,134,498 shares will constitute a quorum at the meeting.

Each share of Common Stock entitles the holder thereof to one vote with respect to each matter that is subject to a vote at the Annual Meeting. Shares may not be voted unless the owner is present or represented by proxy. To be represented by proxy, a stockholder can use the telephone, QR Code or Internet voting procedures or return a signed proxy card. All shares that are represented by effective proxies received by the Company in time to be voted shall be voted by the authorized Proxy at the Annual Meeting or any adjournment or postponement thereof.

If you hold your shares through a broker, bank or other nominee (in street name), you will receive instructions from them on how to vote your shares. If you do not give the broker specific instructions on how you would like your shares to be voted, your broker may nonetheless vote your shares on routine matters, such as Proposal 5 Ratification of Independent Auditor. However, your broker is prohibited from voting uninstructed shares on non-routine matters such as Proposal 1 Election of Directors; Proposal 2 Ratification of By-Law That Disqualifies Directors Who Accept Certain Compensation From a Third Party; Proposal 3 Advisory Approval of Named Executive Officer Compensation; Proposal 4 Amendment and Reapproval of the 2010 Equity Compensation Plan; Proposal 6 A Stockholder Proposal to Spin Off the Company s Utility; and Proposal 7 A Stockholder Proposal to Add Gender Identity and Expression to Our Employment Non-Discriminatory Policy. **The absence of voting instruction results in what is called a broker non-vote on those proposals and will not be counted. Your vote is important. PLEASE MAKE YOUR VOICE HEARD BY VOTING YOUR SHARES ON THESE IMPORTANT MATTERS.**

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Where stockholders direct how their votes shall be cast, shares will be voted in accordance with such directions. Proxies submitted with abstentions and broker non-votes will be included in determining whether or not a quorum is present. Abstentions and broker non-votes will not be counted in tabulating the number of votes cast on proposals submitted to stockholders and therefore will not have the effect of a vote cast for or against any proposal.

The proxy also confers discretionary authority to vote on all matters that may properly come before the Annual Meeting, or any adjournment or postponement thereof, respecting: (i) matters of which the Company did not have timely notice but that may be presented at the meeting; (ii) approval of the minutes of the prior annual meeting of stockholders; (iii) the election of any person as a director if a nominee is unable to serve or for good cause will not serve; (iv) any stockholder proposal omitted from this proxy statement pursuant to Rule 14a-8 or 14a-9 of the Securities and Exchange Commission s (the SEC) proxy rules; and (v) all matters incident to the conduct of the meeting.

With respect to Proposal 1, the affirmative vote of a plurality of the votes cast by the holders of shares of Common Stock entitled to vote is required to elect each of the nominees for director. Approval of each other proposal requires a majority of the votes cast by the holders of shares of Common Stock entitled to vote on the proposal.

Attending the Meeting

You are entitled to attend the Annual Meeting if you are a stockholder as of the close of business on January 12, 2015, the record date. In order to be admitted to the Annual Meeting, each stockholder may be asked to present valid picture identification, such as driver s license or passport, and proof of stock ownership as of the record date, such as the enclosed proxy card or a brokerage statement reflecting stock ownership. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Revoking a Proxy

Any stockholder giving a proxy may revoke it at any time prior to the voting thereof by mailing a revocation or a subsequent proxy to Paula M. Ciprich, General Counsel and Secretary of the Company, at the National Fuel Gas Company address noted below, by voting a subsequent proxy by phone, QR Code or by Internet, or by filing written revocation at the meeting with Ms. Ciprich, Secretary of the meeting, or by casting a ballot at the meeting. If you are an employee stockholder or retired employee stockholder, you may revoke voting instructions given to the Trustee by following the instructions under Employee and Retiree Stockholders in this proxy statement.

Employee and Retiree Stockholders

If you are a participant in the Company s Employee Stock Ownership Plan or any of the Company s Tax-Deferred Savings Plans (the Plans), the proxy card will also serve as a voting instruction form to instruct Vanguard Fiduciary Trust Company (the Trustee) for the Plans, as to how to vote your shares. All shares of Common Stock for which the Trustee has not received timely directions shall be voted by the Trustee in the same proportion as the shares of Common Stock for which the Trustee received timely directions, except in the case where to do so would be inconsistent with the provisions of Title I of the Employee Retirement Income Security Act (ERISA). If the voting instruction form is returned signed but without directions marked for one or more items, regarding the unmarked items you are instructing the Trustee and the Proxies to vote **FOR all of the Director nominees named in this proxy statement, FOR Proposals 2, 3, 4 and 5** and **AGAINST Proposals 6 and 7**. Participants in the Plan(s) may also provide those voting instructions by telephone, QR Code or the Internet. Those instructions may be revoked by re-voting or by written notice to the Trustee on or before March 10, 2015 in care of the following address:

To: Vanguard Fiduciary Trust Co.

c/o National Fuel Gas Company

Attn: Legal Department

6363 Main Street

Williamsville, NY 14221

Multiple Copies of Proxy Statement

The Company has adopted a procedure approved by the SEC called householding. Under this procedure, stockholders of record who have the same address and last name may receive only one copy of the proxy statement and the Company s annual report. However, if any stockholder wishes to revoke consent for householding and receive a separate summary annual report, financial statements or proxy statement for the upcoming Annual Meeting or in the future, he or she may telephone, toll-free, 1-800-542-1061. The stockholder will need their 12-digit Investor ID number and should simply follow the prompts. Stockholders may also write Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. Stockholders sharing an address who wish to receive a single set of reports may do so by contacting their banks or brokers if they are the beneficial holders, or by contacting Broadridge at the address provided above if they are the record holders. This procedure will reduce our printing costs and postage fees, and reduce the quantity of paper arriving at your address.

Stockholders who participate in householding will continue to receive separate proxy cards. Householding will not affect your dividend check mailings.

For additional information on householding, please see IMPORTANT NOTICE REGARDING DELIVERY OF STOCKHOLDER DOCUMENTS in this proxy statement.

Other Matters

The Board of Directors does not know of any other matter that will be presented for consideration at the Annual Meeting. If any other matter does properly come before the Annual Meeting, the Proxies will vote in their discretion on such matter.

Annual Report

Mailed herewith is a copy of the Company s Summary Annual Report for the fiscal year ended September 30, 2014 (fiscal 2014). Also enclosed are the financial statements for fiscal 2014. The Company will furnish any exhibit to the Form 10-K upon request to the Secretary at the Company s principal office, and upon payment of $5 per exhibit.

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PROPOSAL 1. ELECTION OF DIRECTORS

Two directors are to be elected at the Annual Meeting. The nominees for the two directorships are: Philip C. Ackerman and Stephen E. Ewing. The nomination process is discussed under Nominating/Corporate Governance on page 11 of this proxy statement.

The services of Mr. R. Don Cash conclude at the 2015 Annual Meeting, in accordance with the provisions of the Company s Corporate Governance Guidelines on Director Age. Mr. Cash has been a Company director since 2003. The Board is deeply appreciative of Mr. Cash s strong leadership and valuable contributions.

The Company s Restated Certificate of Incorporation provides that the Board of Directors shall be divided into three classes, and that these three classes shall be as nearly equal in number as possible. (A class of directors is the group of directors whose terms expire at the same annual meeting of stockholders.) As well, the Company s Restated Certificate of Incorporation provides that any elected director shall hold office until their successors are elected and qualify, subject to prior death, resignation, retirement, disqualification or removal from office. Accordingly, Messrs. Ackerman and Ewing have been nominated for terms of three years and until their respective successors shall be elected and shall qualify.

It is intended that the Proxies will vote for the election of Messrs. Ackerman and Ewing as directors, unless they are otherwise directed by the stockholders. Although the Board of Directors has no reason to believe that any of the nominees will be unavailable for election or service, stockholders proxies confer discretionary authority upon the Proxies to vote for the election of another nominee for director in the event any nominee is unable to serve, or for good cause will not serve. Messrs. Ackerman and Ewing have consented to being named in this proxy statement and to serve if elected.

The affirmative vote of a plurality of the votes cast by the holders of shares of Common Stock entitled to vote is required to elect each of the nominees for director.

Refer to the following pages for information concerning the two nominees for director, as well as concerning the six incumbent directors of the Company whose current terms will continue after the Annual Meeting, including information with respect to their principal occupations and certain other positions held by them.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE *FOR*

THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.

Nominees for Election as Directors for Three-Year Terms to Expire in 2018

Philip C. Ackerman was Chief Executive Officer of the Company from October 2001 to February 2008, Chairman of the Board of the Company from January 2002 to March 2010, President of the Company from July 1999 to February 2006, Senior Vice President of the Company from June 1989 to July 1999 and Vice President of the Company from 1980 to June 1989. He was also President of National Fuel Gas Distribution Corporation (1) from October 1995 to July 1999 and Executive Vice President from June 1989 to October 1995, Executive Vice President of National Fuel Gas Supply Corporation (1) from October 1994 to March 2002, President of Seneca Resources Corporation (1) from June 1989 to October 1996, President of Horizon Energy Development, Inc. (1) from September 1995 to March 2008 and President of certain other non-regulated subsidiaries of the Company from prior to 1992 to March 2008. Mr. Ackerman is also currently a Director of Associated Electric and Gas Insurance Services Limited. Mr. Ackerman holds a B.S. in accounting from the State University of New York at Buffalo and a J.D. from Harvard University. Mr. Ackerman, 71, has been a Company director since 1994. (2)

(1) Wholly-owned subsidiary of the Company

(2) All ages are as of the Annual Meeting date.

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Mr. Ackerman s more than 40 years involvement with the Company, including his experience as President (or Executive Vice President) of all of the Company s major subsidiaries, enables him to provide the Board with an in-depth perspective on the Company. During his tenure with the Company, National Fuel grew from a regional utility company with $300 million in assets to a fully integrated energy company with over $5.1 billion in assets. Also, Mr. Ackerman has deep ties to Western New York, the location of the Company s corporate headquarters and a number of its significant business operations.

Stephen E. Ewing was Vice Chairman of DTE Energy Company (DTE), a Detroit-based diversified energy company involved in the development and management of energy-related businesses and services nationwide, from November 2005 to December 2006. Two of DTE s subsidiaries are DTE Electric Company (formerly known as Detroit Edison), one of the nation s largest electric utilities, and DTE Gas Company (formerly known as Michigan Consolidated Gas Company, or MichCon), one of the nation s largest natural gas local distribution companies. Mr. Ewing also had responsibility for DTE s exploration and production subsidiary (DTE Gas Resources) with operations in the Antrim and Barnett Shale. He was also at various times Group President of the Gas Division at DTE, President and Chief Operating Officer of MCN Energy Group, Inc. (the then parent of MichCon and a company which had utility, pipeline and storage, and exploration and production businesses) and President and Chief Executive Officer of MichCon, until it was acquired by DTE. Mr. Ewing has been a Director of CMS Energy since July 2009. He was also Chairman of the Board of Directors of the American Gas Association (AGA) for 2006, a member of the National Petroleum Council, and Chairman of the Midwest Gas Association and the Natural Gas Vehicle Coalition. He is currently a Trustee and past Chairman of the Board of The Skillman Foundation, a not-for-profit foundation focused on providing education for low-income children, Chairman of the Auto Club of Michigan and Chairman of the Board of the Auto Club Group (AAA). Mr. Ewing holds a B.A. from DePauw University and an MBA from Michigan State University, and completed the Harvard Advanced Management Program. Mr. Ewing, 70, has been a Company director since 2007.

Mr. Ewing s extensive executive management experience at energy companies with regulated businesses similar to those of the Company provides the Board with a valuable perspective on the Company s regulated operations. Also, his responsibility for DTE s former exploration and production subsidiary, with operations in the Antrim and Barnett Shale, enables Mr. Ewing to provide knowledgeable insights with regard to the Company s exploration and production business. Mr. Ewing is the Company s Lead Independent Director and the Chairman of the Company s Compensation Committee.

Directors Whose Terms Expire in 2016

David C. Carroll has been President and CEO of Gas Technology Institute (GTI) since 2006. He joined GTI in 2001 as Vice President of Business Development. From 1996 to 2001, he worked for Praxair, Inc., serving as Director of Business Development from 1999 to 2001. Prior to that, Mr. Carroll held positions of increasing responsibility with Liquid Carbonic Industries, a subsidiary of Chicago Bridge & Iron, from 1994 to 1996, and Air Products and Chemicals, Inc. from 1980 to 1994. All of these companies are industrial gas producers and manufacturers. He is a member of the Society of Gas Lighting. Mr. Carroll served on the board of Versa Power Systems, Inc. from 2006 through 2012. He was also Chairman of the steering committee for the 17th International Conference and Exhibition on Liquefied Natural Gas in Houston (2013). In June 2015, Mr. Carroll will become President of the International Gas Union as the United States prepares to host the 2018 World Gas Conference in Washington, D.C. Mr. Carroll earned a B.S. in chemical engineering from the University of Pittsburgh, an MBA from Lehigh University, and has completed the Stanford Executive Program at Stanford University s Graduate School of Business. Mr. Carroll, 58, has been a Company director since June 2012.

As a highly respected, nationally recognized leader with a multi-faceted knowledge of the natural gas industry, Mr. Carroll brings both industry and leadership experience to the Board. His technical expertise on unconventional gas production, transmission and distribution pipeline integrity, and end-use technologies is directly relevant to the Company s business operations. In addition, Mr. Carroll s involvement in both the domestic and international natural gas communities provides the Board with a broad perspective on emerging issues.

Craig G. Matthews was President, Chief Executive Officer and Director of NUI Corporation, a diversified energy company acquired by AGL Resources Inc. on November 30, 2004, from February 2004 to December 2004. In addition, he was Vice Chairman, Chief Operating Officer and Director of KeySpan Corporation (KeySpan , previously Brooklyn Union Gas Co.), a natural gas utility company, from March 2001 to March 2002, and held various positions over a 36 year career at KeySpan, including Executive Vice President, and Chief Financial Officer. He was also a Director of KeySpan as well as its exploration and production subsidiary Houston Natural Gas Co. He was a Director of Hess Corporation (formerly Amerada Hess Corporation) from 2002 until 2013, and has been a Board member of Republic Financial Corporation since May 2007. Mr. Matthews is a member and former Chairman of the Board of Trustees, Polytechnic Institute of New York University. He is a member and founding Chairman of the New Jersey Salvation Army Advisory Board and was a member of the National Salvation Army Advisory Board for 18 years. He received his B.S. in civil engineering from Rutgers in 1965, and completed his M.S. in industrial management at Brooklyn Polytechnic University. He also holds a Doctor of Engineering (Honorary) from NYU/POLY received in 2009. Mr. Matthews, 72, has been a Company director since 2005.

Mr. Matthews substantial background in the energy industry, including executive, managerial and financial experience with KeySpan and NUI Corporation over 37 years, and particularly his experience in applying accounting principles and developing financial strategy at energy companies, make him highly qualified for his service as Chairman of the Company s Audit Committee. As more fully described in the Audit Committee discussion on page 10, Mr. Matthews qualifies as an audit committee financial expert under the Securities and Exchange Commission Rules. During his career, Mr. Matthews has had responsibilities in the areas of marketing, information systems, engineering, finance, and strategic planning.

David F. Smith has been Chairman of the Board of the Company since March 2010 (from March 2013 through March 2014 he served as Executive Chairman of the Board). He also served as Chief Executive Officer of the Company from February 2008 until March 2013; as President of the Company from February 2006 through June 2010; as Chief Operating Officer of the Company from February 2006 to February 2008; and as Vice President of the Company from April 2005 to February 2006. Mr. Smith was Chairman of National Fuel Gas Distribution Corporation (1), and National Fuel Gas Supply Corporation (1) and Chairman of Empire Pipeline, Inc. (1) and Seneca Resources Corporation (1) from April of 2008 until March of 2013. He was also previously President from April 2005 to July 2008 and Senior Vice President from June 2000 to April 2005 of National Fuel Gas Supply Corporation (1), and President from July 1999 to April 2005 and Senior Vice President from January 1993 to July 1999 of National Fuel Gas Distribution Corporation (1). Mr. Smith was also President of Empire State Pipeline (1) from April 2005 through July 2008, and President or Chairman of various non-regulated subsidiaries of the Company. He is a Board member of Gas Technology Institute (Executive Committee and Audit Committee), the Business Council of New York State (Co-Chairman and member of the Executive Committee) and the State University of New York at Buffalo Law School Dean s Advisory Council, and a former director of the AGA. Mr. Smith holds a B.A. in political science from the State University of New York at Fredonia, as well as a J.D. from the State University of New York at Buffalo School of Law. Mr. Smith, 61, has been a Company director since 2007.

Mr. Smith was employed by the Company from 1978 to 2014, and during his tenure has served as President of the Company s pipeline & storage, and utility subsidiaries, and Chairman of Seneca Resources Corporation. He has a long and active participation in industry groups that tackle important issues facing the industry. Also, Mr. Smith has deep ties to Western New York, the location of the Company s corporate headquarters and a number of its significant business units.

(1) Wholly-owned subsidiary of the Company

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Directors Whose Terms Expire in 2017

Ronald W. Jibson has been Chairman of the Board of Questar Corporation (Questar), since July 2012 and President and Chief Executive Officer since June 2010. He is also President and CEO of both Questar Gas Company (a natural gas utility) and Wexpro Company (an exploration and production subsidiary), and he is Chairman of Questar Pipeline Company. Mr. Jibson has been a director of Questar since 2010. Mr. Jibson has held various positions at Questar and its subsidiaries over his 34-year career, including Senior Vice President, Executive Vice President, General Manager of Operations and Director of Engineering. Mr. Jibson has served on the Board of IDACORP, Inc. since September of 2013. Mr. Jibson has additional significant industry board experience as past Chairman of the Board of Directors of the AGA and as past Chairman of the Western Energy Institute. He also serves on the Board of Gas Technology Institute. He serves as Chairman of Utah State University s Board of Trustees and the Chair of the Salt Lake Chamber Board of Directors, as well as past Chair of the Economic Development Corporation of Utah. Mr. Jibson, 61, is a licensed engineer in the state of Utah and received his B.S. in engineering from Utah State University and MBA from Westminster College. Mr. Jibson has been a Company director since 2014.

Mr. Jibson brings to the Board his substantial industry experience at Questar, across three major business segments (utility, pipeline and exploration and production) in which the Company also participates. Mr. Jibson provides insight with respect to strategic business planning, operations, performance, and regulatory issues. In addition, his participation in industry organizations provides the Board with knowledge and perspectives on current natural gas industry trends and developments. Mr. Jibson serves as the Chairman of the Company s Nominating/Corporate Governance Committee.

Jeffrey W. Shaw will retire as Chief Executive Officer of Southwest Gas Corporation (Southwest) on March 1, 2015. He was named Chief Executive Officer and a director of Southwest in 2004 and also served as President of Southwest at various times from 2003 to 2014. Previously Mr. Shaw, a CPA, held various positions at Southwest, including Director of Internal Audit, Controller and Chief Accounting Officer, Vice President/Controller and Chief Accounting Officer, Vice President and Treasurer, Senior Vice President/Finance and Treasurer, Senior Vice President/Gas Resources and Pricing. He worked for Arthur Anderson & Co. in its Dallas and Las Vegas offices in the audit division prior to joining Southwest Gas in May of 1988. He is a member of the American Institute of Certified Public Accountants, the Nevada Society of CPAs and the Leadership Las Vegas Alumni Association. Mr. Shaw serves on the boards of the AGA, the UNLV Foundation, the Council for a Better Nevada and the Las Vegas Economic Club. He is past president of the Western Energy Institute and past president of the Las Vegas Area Council of the Boy Scouts of America. Mr. Shaw, 56, received a B.S. in accounting from the University of Utah. Mr. Shaw has been a Company director since 2014.

Mr. Shaw s extensive executive management experience at an energy company with regulated businesses similar to those of the Company provides the Board with an additional and valuable perspective on the Company s operations. In addition, Mr. Shaw s accounting and finance background, and the significant roles he has held in this area over his career qualify him as an audit Committee financial expert and position him to assist the Board in its audit oversight function.

Ronald J. Tanski has been President and Chief Executive Officer of the Company since March 2013. Prior to that, Mr. Tanski served as President and Chief Operating Officer of the Company from July 2010 and as Treasurer and Principal Financial Officer from April 2004. Mr. Tanski was President of National Fuel Gas Supply Corporation (1) from July 2008 to July 2010 and President of National Fuel Gas Distribution Corporation (1) from February 2006 to July 2008. He was previously Treasurer of Distribution, Supply, Empire Pipeline, Inc. and National Fuel Resources, Inc. (1), as well as Senior Vice President of Distribution. Mr. Tanski also served in management roles at Seneca Resources Corporation (1), and other Company subsidiaries, including Empire Exploration, Inc. (merged into Seneca), and Horizon Energy Development, Inc. (sold in 2010). He is Chairman of the Board of Directors of the

(1) Wholly-owned subsidiary of the Company

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Interstate Natural Gas Association of America (INGAA). Mr. Tanski is a Director of the AGA and a member of the Council on Accountancy at Canisius College. He also serves on the Board of Managers of the Buffalo Museum of Science and is a Director of the Buffalo Niagara Enterprise. Mr. Tanski, 62, holds a B.A. in biology and an MBA from the State University of New York at Buffalo, as well as a J.D. from the State University of New York at Buffalo School of Law. Mr. Tanski has been a Company director since 2014.

Mr. Tanski has been employed by the Company since 1979, and during his career, as noted above, has served in numerous positions in both the regulated and non-regulated businesses. Mr. Tanski s role as CEO and substantial management experience with the varied subsidiaries, and in particular, his financial background with the Company assist the Board with in-depth review of the Company s operations. Mr. Tanski also has deep ties to Western New York, the location of the Company s corporate headquarters and a number of its significant business units.

Annual Meeting Attendance

Last year all directors attended the 2014 Annual Meeting, and they are expected to do so this year. A meeting of the Board of Directors will take place on the same day and at the same place as the Annual Meeting and directors are expected to attend all meetings. If a director is unable to attend a Board meeting in person, participation by telephone is permitted and in that event the director may not be physically present at the Annual Meeting of Stockholders.

Director Independence

The Board of Directors has determined that directors Ackerman, Carroll, Cash, Ewing, Jibson, Matthews and Shaw are independent, that Mr. Smith is not independent due to his past employment relationship with the Company, which concluded March 31, 2014, and that Mr. Tanski is not independent due to his current employment relationship with the Company. The Board s determinations of director independence were made in accordance with the listing standards of the New York Stock Exchange (the NYSE) and SEC regulations. In making its independence determinations, the Board considered that Mr. Carroll is President and Chief Executive Officer of GTI, an organization that receives payments from the Company for dues and fees to support research and development, and that such payments in each of GTI s last three fiscal years were less than (i) $1,000,000 or (ii) 2% of GTI s consolidated gross revenues for the applicable fiscal year. Former directors Robert T. Brady and Rolland E. Kidder, each of whose Board service ended March 13, 2014, had been determined by the Board to be independent. The Board considered that Mr. Brady was Executive Chairman of Moog Inc., which maintains its headquarters in the Company s utility service territory, and that payments made by Moog to Company affiliates for natural gas service in each of Moog s preceding three fiscal years were less than (i) $1,000,000 or (ii) 2% of Moog s consolidated gross revenues for the applicable fiscal year. The Board also considered that a son of Mr. Kidder is employed by an affiliate of the Company (since before Mr. Kidder became a Company director) in a non-executive supervisory position, at a rate of total compensation that did not implicate the SEC s regulations regarding related person transactions.

Board Leadership Structure

The Board of Directors has decided that the appropriate leadership structure at the present time is to separate the CEO and Chairman positions. The Board believes that Mr. Smith s role as Chairman and Mr. Tanski s position as Chief Executive Officer, since March 2013, is an effective leadership model given Mr. Smith s experience in the role of CEO in the past and his experience as Chairman of the Board and Mr. Tanski taking on the role of CEO. The Board believes this is the optimal leadership structure at this time. As in the past, it is the Board s opinion that the stockholders interests are best served by allowing the Board to retain flexibility to determine the optimal organizational structure for the Company at a given time, including whether the Chairman role should be filled by the CEO who serves on the Board. At times in the past the roles have been separate and at other times they have been combined. The members of

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the Board possess considerable experience and unique knowledge of the challenges and opportunities the Company faces, have significant industry experience and are in the best position to evaluate its needs and how best to organize the capabilities of the directors and management to meet those needs.

Non-management directors meet at regularly scheduled executive sessions without management. During fiscal 2014, the first two meetings of the non-management directors also constituted meetings of the independent directors. The independent directors subsequently met one additional time in fiscal 2014, as did the non-management directors. The sessions were chaired by Robert T. Brady, as Lead Independent Director, until his retirement from the Board. After Mr. Brady s retirement, consistent with the Company s Corporate Governance Guidelines, Mr. Stephen E. Ewing became the Lead Independent Director and chaired the sessions. The Board of Directors provides a process for stockholders and other interested parties to send communications to the Board or to certain directors. Communications to the Lead Independent Director, to the non-management directors as a group, or to the entire Board should be addressed as follows: Lead Independent Director, c/o 6363 Main Street, Williamsville, NY 14221. For the present, all stockholder and interested parties communications addressed in such manner will go directly to the indicated directors. If the volume of communication becomes such that the Board determines to adopt a process for determining which communications will be relayed to Board members, that process will appear on the Company s website at www.nationalfuelgas.com.

Diversity

Under the Company s Corporate Governance Guidelines, the Board of Directors is required, when selecting candidates for re-election and candidates for Board membership, to consider factors that include a diversity of experience related to the business segments in which the Company operates, as well as a diversity of perspectives to be brought to the Board by the individual members. National Fuel s Nominating/Corporate Governance Committee, which makes recommendations to the full Board on nominees for director positions, retained a search firm in 2013 to pursue Board candidates. The firm was given a specific direction as to diversity. Of the candidates approached, three were women, and each declined consideration for directorship. In 2014, the Nominating/Corporate Governance Committee continued to pursue qualified potential candidates to stand for election to the Board, including possible candidates who would increase gender diversity. The Board believes it noteworthy that there is no lack of progress for women at National Fuel s top corporate levels, as four of the Company s ten executive officers are women. These officers hold the following important policy-making positions. President of our utility subsidiary, one of three primary segments contributing to the Company s overall financial success; Controller and Principal Accounting Officer; General Counsel (our chief legal officer) who also serves as the Company s Corporate Secretary and Compliance Officer; and the Vice President of Business Development, who oversees many of the company s non-exploration and production development plans.

Meetings of the Board of Directors and Standing Committees

In fiscal 2014, there were six meetings of the Board of Directors. In addition, directors attended meetings of standing or pro tempore committees. The Audit Committee held nine meetings, the Compensation Committee held six meetings, the Executive Committee met twice, and the Nominating/Corporate Governance Committee held three meetings. During fiscal 2014, all directors attended at least 75% of the aggregate of meetings of the Board and of the committees of the Board on which they served.

The table below shows the number of meetings conducted in fiscal 2014 and the directors who serve or did serve during fiscal 2014 on these committees. As previously announced, Mr. Brady and Mr. Kidder retired from the Board on March 13, 2014. As noted above, Mr. Cash will conclude his tenure as Director

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at the 2015 Annual Meeting. Mr. Cash also stepped down as Chair of the Compensation Committee on December 8, 2014 and was succeeded by Mr. Ewing on that date.

	BOARD COMMITTEES			
DIRECTOR	**Audit**	**Compensation**	**Executive**	**Nominating/ Corporate Governance**
Philip C. Ackerman			X	
Robert T. Brady		X	X	X**
David C. Carroll			X	X
R. Don Cash	X	X (Chair)*		X
Stephen E. Ewing	X	X*		
Ronald W. Jibson		X		X (Chair)**
Rolland E. Kidder	X			X
Craig G. Matthews	X (Chair)		X	
Jeffrey W. Shaw	X			
David F. Smith			X (Chair)	
Ronald J. Tanski			X	
Number of Meetings in Fiscal 2014	9	6	2	3

* Mr. Cash stepped down as Chair on December 8, 2014 and was succeeded by Mr. Ewing.

** Mr. Brady was the Chair until the March 2014 Annual Meeting, after which Mr. Jibson became Chair.

Audit

The Audit Committee is a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Audit Committee held nine meetings during fiscal 2014 in order to review the scope and results of the annual audit, to receive reports of the Company s independent registered public accounting firm and chief internal auditor, to monitor compliance with the Company s Reporting Procedures for Accounting and Auditing Matters (included in this proxy statement as Appendix A) and to prepare a report of the committee s findings and recommendations to the Board of Directors. The members of the committee are independent as independence for audit committee members is defined in NYSE listing standards and in SEC regulations. No Audit Committee member simultaneously serves on the audit committees of more than three public companies. The Board limits the number of audit committees on which an Audit Committee member can serve to three, unless the Board has determined that such simultaneous service would not impair the ability of such members to serve effectively. The Company s Board of Directors has determined that the Company has two audit committee financial experts (as defined by SEC regulations) serving on its Audit Committee, namely Messrs. Matthews and Shaw, who are independent directors.

In connection with its review of the Company s internal audit function, the Audit Committee in 2011 had a Quality Assessment performed by Ernst & Young that concluded that the Company s Audit Services Department conducts its audits in accordance with the Institute of Internal Auditors *International Standards for the Professional Practice of Internal Auditing* (the Standards). The Standards state that an external Quality Assessment should be conducted at least once every five years.

Further information relating to the Audit Committee appears in this proxy statement under the headings Audit Fees and Audit Committee Report. A current copy of the Audit Committee charter is available to security holders on the Company s website at www.nationalfuelgas.com.

Compensation

As described in the Compensation Discussion and Analysis in this proxy statement, the Compensation Committee held six meetings during fiscal 2014, in order to review and determine the compensation of Company executive officers and to review reports and/or grant awards under the

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Company s 2010 Equity Compensation Plan, the National Fuel Gas Performance Incentive Program, the National Fuel Gas Company 2012 Performance Incentive Program, the Annual At Risk Compensation Incentive Program (AARCIP or the At Risk Plan), and the Executive Annual Cash Incentive Program (EACIP). The members of the committee are independent as independence is defined in NYSE listing standards. The members of the committee are also non-employee directors as defined in SEC regulations and outside directors as defined in Federal tax regulations. A current copy of the charter of the Compensation Committee is available to security holders on the Company s website at www.nationalfuelgas.com.

The Compensation Committee is responsible for various aspects of executive compensation, including approval of the base salaries and incentive compensation of the Company s executive officers. The Compensation Committee is authorized to evaluate director compensation and make recommendations to the full Board regarding director compensation. The Compensation Committee may form subcommittees and delegate to those subcommittees such authority as the committee deems appropriate, other than authority required to be exercised by the committee as a whole. The Compensation Committee also administers the Company s 2010 Equity Compensation Plan, the 1997 Award and Option Plan, the At Risk Plan, and the National Fuel Gas Company 2012 Performance Incentive Program, and approves performance conditions and target incentives of executive officers under the EACIP. As described more fully in the Compensation Discussion and Analysis, the Company retained The Hay Group and Meridian Compensation Partners, LLC, both independent compensation consulting firms, to assist in determining executive compensation. In addition, as set forth in the Compensation Committee s charter, the Chief Executive Officer may and does make, and the Committee may and does consider, recommendations regarding the Company s compensation and employee benefit plans and practices. The Committee then approves executive compensation as it deems appropriate. The Compensation Committee has assessed the independence of the compensation consultants under NYSE listing standards and has determined there is no conflict under SEC regulations.

Executive

The Executive Committee met twice during fiscal 2014. The committee has, and may exercise, the authority of the full Board, except as may be prohibited by New Jersey corporate law (N.J.S.A.§ 14A:6-9).

Nominating/Corporate Governance

All the members of the Nominating/Corporate Governance Committee are independent, as independence is defined in NYSE listing standards. The committee makes recommendations to the full Board on nominees for the position of director. The committee also has duties regarding corporate governance matters as required by law, regulation or NYSE rules. The committee held three meetings during fiscal 2014. Stockholders may recommend individuals to the committee to consider as potential nominees. Procedures by which stockholders may make such recommendations are set forth in Exhibit B to the Company s Corporate Governance Guidelines, described in the following paragraph.

In general, the committee s charter provides for the committee to develop and recommend to the Board criteria for selecting new director nominees and evaluating unsolicited nominations, which criteria are included in this proxy statement as part of the Company s Corporate Governance Guidelines. A current copy of the charter of the committee is available to stockholders on the Company s website at www.nationalfuelgas.com and in print to stockholders who request a copy from the Company s Secretary at its principal office. A current copy of the Corporate Governance Guidelines is included in this proxy statement as Appendix B, and is available to stockholders on the Company s website at www.nationalfuelgas.com. Appendix B also addresses the qualifications and skills the committee believes are necessary in a director, and the committee s consideration of stockholder recommendations for director. Stockholder recommendations identifying a proposed nominee and setting out his or her qualifications should be delivered to the Company s Secretary at its principal office no later than September 25, 2015 in order to be eligible for consideration at the 2016 Annual Meeting of Stockholders.

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Under the process for selecting new Board candidates, the Chairman and the Chief Executive Officer and the committee discuss the need to add a new Board member or to fill a vacancy on the Board. The committee will initiate a search, working with staff support and seeking input from Board members and senior management, hiring a search firm if necessary, and considering candidates recommended by stockholders in accordance with Exhibit B to the Corporate Governance Guidelines.

Method of Evaluating Board and Committee Effectiveness

Annually, the Board and each of the Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee take part in a self-evaluation process to determine their effectiveness and opportunities for improvement. Questionnaires are provided to each director soliciting comments with respect to dynamics of the full Board and each of the above committees, on which the director serves, as well as director performance and adequacy of Board materials. The confidential responses are summarized for Board and committee review. Board members are requested to report dissatisfaction with individual performance to the Chairman of the Board and the Chairman of the Nominating/Corporate Governance Committee. At a Board and committee meeting, time is allocated to discuss the summary and review any comments or inadequacies.

Charitable Contributions by Company

Within the preceding three years, the Company did not make any charitable contributions to any charitable organization in which a director served as an executive officer which exceeded the greater of $1 million or 2% of the charitable organization s consolidated gross revenues in a single fiscal year.

Compensation Committee Interlocks and Insider Participation

There are no Compensation Committee interlocks or insider participation which SEC regulations or NYSE listing standards require to be disclosed in this proxy statement.

Risk Oversight

The Company has an enterprise risk management program developed by senior management and the Board and overseen by the CEO. Under this program, major enterprise-wide risks have been identified, along with the mitigative measures to address and manage such risk. At each quarterly meeting of the Audit Committee, to which all Directors are invited and typically attend, the major risks and associated mitigative measures are reviewed. At each Board meeting, a specific presentation is made regarding one or two specific areas of risk. Additional review or reporting on enterprise risks is conducted as needed or as requested by the Board.

Related Person Transactions

The Company had no related person transactions in fiscal 2014. The Company s Code of Business Conduct and Ethics (the Code of Conduct) (which is in writing and available to stockholders as described at the end of this proxy statement) identifies the avoidance of any actual or perceived conflicts between personal interests and Company interests as an essential part of the responsibility of the Company s directors, officers and employees. The Code of Conduct provides that a conflict of interest may arise when a director, officer or employee receives improper personal benefits as a result of his or her position in the Company, or when personal situations tend to influence or compromise a director s, officer s or employee s ability to render impartial business decisions in the best interest of the Company. Potential conflicts of interest under the Code of Conduct would include but not be limited to related person transactions. The Audit Committee administers the Code of Conduct as it relates to the Company s directors and executive officers.

The Company s policies and procedures for the review, approval or ratification of related person transactions are set forth in writing in the charter of the Audit Committee. The charter provides that the

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Audit Committee will review and, if appropriate, approve or ratify any transaction between the Company and a related person which is required to be disclosed under SEC rules. In the course of its review of a transaction, the Audit Committee will consider the nature of the related person s interest in the transaction, the material terms of the transaction, the significance of the transaction to the related person and to the Company, whether the transaction would affect the independence of a director, and any other matters the Audit Committee deems appropriate. The Audit Committee will approve or ratify only those transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Audit Committee determines in good faith. Any member of the Audit Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction.

Directors Compensation

The 2009 Non-Employee Director Equity Compensation Plan (Director Compensation Plan) was approved at the 2009 Annual Meeting of Stockholders. This plan provides for the issuance of shares on a quarterly basis to non-employee directors in such amounts as the Board may determine from time to time. In addition, non-employee directors receive a portion of their compensation in cash, as determined by the Board from time to time. Directors who are not Company employees or retired employees do not participate in any of the Company s employee benefit or compensation plans. Directors who are current employees receive no compensation for serving as directors.

In fiscal 2014, non-employee directors, with the exception of Mr. Smith, were paid an annual retainer of $44,000 plus 2,200 shares of Common Stock. The directors received this annual retainer in quarterly payments of $11,000 and 550 shares of stock, with payments pro-rated for any quarter in which a director began service or was scheduled in advance to retire. Common Stock issued to non-employee directors under the Director Compensation Plan is nontransferable until the later of two years from issuance or six months after the recipient s cessation of service as a director of the Company, except that transferability restrictions lapse upon the death of the recipient.

Fees paid to non-employee directors, other than Mr. Smith, for each Board and committee meeting were $1,800. The Lead Independent Director (Mr. Ewing) was paid an additional annual retainer of $10,000, and the Chairmen of the Audit, Compensation and Nominating/Corporate Governance Committees (Messrs. Matthews, Cash and Jibson, respectively) were paid an additional annual retainer of $10,000.

In place of the above-described director compensation, beginning as of April 1, 2014, David F. Smith, as Chairman of the Board of Directors, received director compensation under a Director Services Agreement (Agreement). Generally, the Agreement provides that, effective as of April 1, 2014, after Mr. Smith s retirement from the Company, he would perform the duties and responsibilities of the Chairman of the Board of Directors as established under the Company s By-Laws and Corporate Governance Guidelines, and consult with the Chief Executive Officer on matters pertaining to the administration and operation of the Company that Mr. Smith or the Chief Executive Officer deem appropriate. In no event will Mr. Smith provide, or be required to provide, services during the term of the Agreement for more than the equivalent of fifty full time days in any calendar year (pro-rated for the partial calendar years during such period at the beginning and the end of the Chairman services period). Under the Agreement, Mr. Smith receives an annual fee equal to $500,000. The term of the Agreement is for one year or such longer period as Mr. Smith, the Chief Executive Officer and the Board of Directors agree. Under the Agreement, Mr. Smith is not eligible for any other compensation for his director services (except for the insurance provided by the Company for all directors), or to accrue any additional benefits under any Company employee benefit plans. Also under the Agreement, the Company reimbursed Mr. Smith for reasonable travel, lodging, meals and other appropriate expenses incurred by him in performance of the Agreement and provided him with suitable office space on its premises and appropriate secretarial services on an as-needed basis.

Benefit accruals under the Directors Retirement Plan ceased for non-employee directors on December 31, 1996. Individuals who become directors after February 1997 are not eligible to receive benefits under the Directors Retirement Plan. The Directors Retirement Plan pays an annual retirement benefit equal to 10% of the annual retainer ($18,000 per year) in effect on December 31, 1996, multiplied by the number of full years of service prior to January 1, 1997, but not to exceed 100% of that annual retainer. The retirement benefit begins upon the later of the date of the director s retirement from the Board or the date the director turns age 70, and continues until the earlier of the expiration of ten years or the death of the director. Mr. Brady was the last remaining director eligible for benefits under the Directors Retirement Plan, and after his retirement in March of 2014 he began receiving his accrued Directors Retirement Plan benefits of $1,800 per year for up to ten years.

The Company requires that each director, in order to receive compensation for service as a director, must beneficially own at least 500 shares of Common Stock at the end of the first year of service as a director, at least 1,000 shares at the end of the second year of service and at least 3,000 shares at the end of the third year of service. All directors are compliant with this requirement.

The following table sets forth the compensation paid to each non-employee director for service during fiscal 2014:

DIRECTOR COMPENSATION TABLE FISCAL 2014

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(3)	All Other Compensation ($)(4)	Total ($)
Philip C. Ackerman	60,200	158,276	None	None	N/A	3	218,479
Robert T. Brady(5)	34,200	69,151	None	None	N/A	$992	104,343
David C. Carroll	62,000	158,276	None	None	N/A	3	220,279
R. Don Cash	95,400	158,276	None	None	N/A	3	253,679
Stephen E. Ewing	93,600	158,276	None	None	N/A	3	251,879
Ronald W. Jibson	50,522	89,890	None	None	N/A	2	140,414
Rolland E. Kidder(5)	34,200	69,151	None	None	N/A	2	103,353
Craig G. Matthews	86,400	158,276	None	None	N/A	3	244,679
Jeffrey W. Shaw	40,522	89,890	None	None	N/A	2	130,414
David F. Smith(1)	250,000	None	None	None	N/A	2	250,002

(1) Except for Mr. Smith, represents the portion of the annual retainer paid in cash, plus meeting fees, plus an additional annual retainer for service as a committee Chairman, and as Lead Independent Director, as applicable. For Mr. Smith, represents the fee due under his Director Services Agreement for the period April 1, 2014 through September 30, 2014.

(2) Represents the aggregate fair value on the date of issuance of the Common Stock issued under the Director Compensation Plan, as required by the Financial Accounting Standards Board s (FASB s) authoritative guidance for stock compensation. The average of the high and low stock price on each date of issuance was used to compute the fair value. The average prices (and resultant quarterly values of the Stock Awards) were as follows: $69.125 for October 1, 2013 (stock in total valued at $38,018.75); $70.755 for January 2, 2014 (stock in total valued at $38,915.25); $69.68 for April 1, 2014 (stock in total valued at $38,324; and $78.215 for July 1, 2014 (stock in total valued at $43,018.25). In accordance with the terms of the Director Compensation Plan, Mr. Jibson and Mr. Shaw received a pro-rated portion of the payment for the January to March 31, 2014 quarter. Also, Mr. Brady and Mr. Kidder received a pro-rated portion of the January to March 31, 2014 quarter for their service prior to and through the March 13, 2014 Annual Meeting. As of September 30, 2014, the aggregate number of shares paid for all years of director service under director compensation plans to Messrs. Ackerman, Brady, Carroll, Cash, Ewing, Jibson, Kidder, Matthews and Shaw are 8,589, 19,590, 4,769, 17,433, 12,646, 1,216, 16,680, 15,041 and 1,216 respectively.

(3) Mr. Brady was the only director who served in fiscal 2014 who had an accrued pension benefit under the Directors Retirement Plan described above. The Company expensed the present value of this future benefit in a prior fiscal year and continues to expense only the interest associated with this benefit. For fiscal 2014, through Mr. Brady s retirement date, the interest expense to the Company was $341. The yearly accrual was disclosed in past proxy statements. The directors do not have a non-qualified deferred compensation plan or any other pension plan.

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(4) Represents premiums paid on a blanket travel insurance policy, which covers each director up to a maximum benefit of $500,000 (the value of this benefit for Mr. Brady is $2). This insurance provides coverage in case of death or injury while on a trip for Company business. For Mr. Brady, the reported amount also includes $990 from date of Mr. Brady s retirement associated with his retirement benefit described above.

(5) Messrs. Brady and Kidder retired from the Board as of March 13, 2014.

AUDIT FEES

In addition to retaining PricewaterhouseCoopers LLP to report on the annual consolidated financial statements of the Company for fiscal 2014, the Company retained PricewaterhouseCoopers LLP to provide various non-audit services in fiscal 2014. The aggregate fees billed for professional services by PricewaterhouseCoopers LLP for each of the last two fiscal years were as follows:

	2013	2014
Audit Fees(1)	$ 1,542,000	$ 1,774,000
Audit-Related Fees(2)	$ 0	$ 0
Tax Fees		
Tax advice and planning(3)	$ 14,900	$ 14,200
Tax compliance(4)	$ 75,570	$ 55,638
All Other Fees(5)	$ 3,589	$ 88,489
TOTAL	$ 1,636,059	$ 1,932,327

(1) Audit Fees include audits of consolidated financial statements and internal control over financial reporting, reviews of financial statements included in quarterly Forms 10-Q, comfort letters and consents, and audits of certain of the Company s wholly-owned subsidiaries to meet statutory or regulatory requirements.

(2) Audit-Related Fees include audits of certain of the Company s wholly-owned subsidiaries not required by statute or regulation, and consultations concerning technical financial accounting and reporting standards.

(3) Tax advice and planning includes consultations on various federal, state and foreign tax matters.

(4) Tax compliance includes tax return preparation and tax audit assistance.

(5) All Other Fees relate to permissible fees other than those described above and include consulting fees and the software-licensing fee for an accounting and financial reporting research tool.

The Audit Committee s charter (available on the Company s website at www.nationalfuelgas.com and in print to stockholders who request a copy from the Company s Secretary at its principal office) references its pre-approval policies and procedures. The committee has pre-approved the use of PricewaterhouseCoopers LLP for specific types of services, including various audit and audit-related services and certain tax services, among others. The chair of the committee and, in his absence, another specified member of the committee, are authorized to pre-approve any audit or non-audit service on behalf of the committee. Each pre-approval is to be reported to the full committee at the first regularly scheduled committee meeting following such pre-approval.

For fiscal 2014, none of the services provided by PricewaterhouseCoopers LLP were approved by the Audit Committee in reliance upon the de minimis exception contained in Section 202 of Sarbanes-Oxley and codified in Section 10A(i)(1)(B) of the Exchange Act and in 17 CFR 210.2-01(c)(7)(i)(C).

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AUDIT COMMITTEE REPORT

The Company s Board of Directors has adopted a written charter for the Audit Committee of the Board of Directors, a copy of which is available on the Company s website at www.nationalfuelgas.com and in print to stockholders who request a copy from the Company s Secretary at its principal office.

The Audit Committee has reviewed and discussed the Company s audited financial statements for fiscal 2014 with management. The Audit Committee has also reviewed with management its evaluation of the Company s internal control over financial reporting and reviewed management s assessment about the effectiveness of the Company s internal control over financial reporting, including any significant deficiencies in such internal control over financial reporting. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standard No. 16, *Communications with Audit Committees,* as adopted by the Public Company Accounting Oversight Board (PCAOB). The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by Rule 3526, *Communication with Audit Committees Concerning Independence*, of the PCAOB and has discussed with the independent registered public accounting firm the independent registered public accounting firm s independence. The Audit Committee also has considered whether the independent registered public accounting firm s provision of non-audit services to the Company and its affiliates is compatible with the independent registered public accounting firm s independence.

Based on the review, discussions and considerations referred to in the preceding paragraph, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company s Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

AUDIT COMMITTEE

Craig G. Matthews, Chairman

R. Don Cash

Stephen E. Ewing

Jeffrey W. Shaw

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SECURITY OWNERSHIP OF CERTAIN

BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth for each current director, each nominee for director, each of the executive officers named in the Summary Compensation Table, and for all directors and officers as a group, information concerning beneficial ownership of Common Stock. The Common Stock is the only class of Company equity securities outstanding. Unless otherwise stated, to the best of the Company s knowledge, each person has sole voting and investment power with respect to the shares listed, including shares which the individual has the right to acquire through exercise of stock options or stock-settled stock appreciation rights (SARs) but has not done so. All information is as of November 28, 2014.

Name of Beneficial Owner	Exercisable Stock Options/SARs(1)	Shares Held in ESOP(2)	Shares Held in 401(k) Plan(3)	Restricted Stock(4)	Shares Otherwise Beneficially Owned(5)	Percent of Class(6)
Philip C. Ackerman	0	0	0	0	1,074,930(7)	1.28%
David P. Bauer	19,339	0	5,314	417	9,593	*
Matthew D. Cabell	117,736	0	2,092	46,875	34,547	*
David C. Carroll	0	0	0	0	5,541	*
R. Don Cash	0	0	0	0	31,983(8)	*
Anna Marie Cellino	44,880	1,098	28,197	1,250	174,211	*
Stephen E. Ewing	0	0	0	0	16,396	*
Ronald W. Jibson	0	0	0	0	1,866	*
Craig G. Matthews	0	0	0	0	23,986	*
John R. Pustulka	86,091	3,731	17,593	1,250	35,679	*