SMITH DAVID F Form 4

February 07, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SMITH DAVID F		orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol NATIONAL FUEL GAS CO [NFG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middle)		3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
6363 MAIN	6363 MAIN STREET		02/03/2005	_X_ Officer (give title Other (specifically)		
				President, NFGDC		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WILLIAMSVILLE, NY 14221				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - N	on-	Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/03/2005		M		25,000	A	\$ 21.3281	91,003	D	
Common Stock	02/03/2005		F		18,791	D	\$ 28.375	72,212	D	
Common Stock	02/03/2005		F		2,204	D	\$ 28.375	70,008	D	
Common Stock	02/03/2005		J	V	42 (1)	A	\$ 0	10,299	I	401k Trust
Common Stock	02/03/2005		J	V	4 (2)	A	\$ 0	1,733	I	ESOP Trust

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

3. Transaction Date 3A. Deemed

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5. Number of 6. Date Exercisable and

SEC 1474 (9-02)

7. Title and Amount of

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to	\$ 21.3281	02/03/2005		M	25,000	02/17/2001	02/18/2010	Common Stock	25,000

## **Reporting Owners**

Director 10% Owner Officer Other

SMITH DAVID F 6363 MAIN STREET WILLIAMSVILLE, NY 14221

President, NFGDC

### **Signatures**

1. Title of

Buy)

James R. Peterson, Attorney in Fact 02/04/2005

\*\*Signature of Reporting Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Routine acquisitions under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (2) Routine acquisitions under the NFG ESOP Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

#### Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.