RAMSDELL JAMES D Form 4

March 15, 2010

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

OMB APPROVAL

SECURITIES Form 4 or

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RAMSDELL JAMES D			Symbol NATIONAL FUEL GAS CO [NFG]						Issuer			
(Last)	(First)	(Middle)					•	(Check all applicable)				
(Last) (First) (Middle) 6363 MAIN STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/11/2010						Director 10% Owner Officer (give title Other (specify below) Sr. Vice President			
(Street) 4. If Amendment, Filed(Month/Day/Y					ent, Date Original ay/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WILLIAMS	SVILLE, NY 1	.4221							Person	Wore than One R	cporting	
(City)	ity) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any	eemed ion Date, if n/Day/Year)	Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock									43,107	D		
Common Stock	03/11/2010			J	V	155 (1)	A	\$0	13,065	I	401k Trust	
Common Stock									3,809	I	ESOP Trust	
Reminder: Rep	ort on a separate	line for each	class of secur	rities bei	nefic	cially owner	ed dire	ectly or	indirectly.			
									and to the collection of hed in this form are not (9-02)			

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. Number of tionDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
	security			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Right	\$ 52.1	03/11/2010		A	15,000	(2)	03/11/2020	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAMSDELL JAMES D 6363 MAIN STREET WILLIAMSVILLE, NY 14221

Sr. Vice President

Signatures

James R. Peterson, Attorney in Fact 03/15/2010

**Signature of Reporting Person Date

Explanation of Responses:

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

Represents the award of 15,000 SAR's which become exercisable in three equal annual installments beginning about November 29, 2010 based on National Fuel Gas Company's satisfaction of certain performance criteria for each fiscal year end 2010, 2011 and 2012. In the event the performance condition for a given fiscal year is not met, the incremental percentage of shares for that fiscal year shall be automatically forfeited.

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.

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