

CIPRICH PAULA M
Form 4
December 12, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CIPRICH PAULA M

2. Issuer Name and Ticker or Trading Symbol
NATIONAL FUEL GAS CO [NFG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6363 MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel. NFG Co.

BUFFALO, NY 14221
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/10/2008 | | M | | 1,000 A \$ 23.0312 | 19,608 ⁽¹⁾ | D |
| Common Stock | 12/10/2008 | | F | | 751 D \$ 30.635 | 18,857 | D |
| Common Stock | 12/10/2008 | | F | | 83 D \$ 30.635 | 18,774 | D |
| Common Stock | 12/11/2008 | | M | | 1,000 A \$ 23.0312 | 19,774 | D |
| Common Stock | 12/11/2008 | | F | | 749 D \$ 30.715 | 19,025 | D |

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| | | | | | | | | |
|--------------|------------|---|----|---|-----------|--------|---|------------|
| Common Stock | 12/11/2008 | F | 84 | D | \$ 30.715 | 18,941 | D | |
| Common Stock | | | | | | 5,622 | I | 401k Trust |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Employee Stock Option (right to buy) | \$ 23.03 | 12/10/2008 | | M | 1,000 | 12/10/1999 12/11/2008 | Common Stock | 1,000 | |
| Employee Stock Option (right to buy) | \$ 23.03 | 12/11/2008 | | M | 1,000 | 12/10/1999 12/11/2008 | Common Stock | 1,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CIPRICH PAULA M 6363 MAIN STREET BUFFALO, NY 14221 | | | General Counsel. NFG Co. | |

Signatures

James R. Peterson, Attorney
in Fact

12/12/2008

__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) Due to an administrative error, the Reporting Person's Directly owned shares were overstated by 228 in column 5 of Table I of the Form 4 filed 12/9/08. Correct ownership is reflected in column 5 of Table I of this form.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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