NATIONAL FUEL GAS CO Form SC 13D/A March 03, 2010

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

SCHEDULE 13D

(Amendment No. 11)*

Under the Securities Exchange Act of 1934

NATIONAL FUEL GAS COMPANY

(Name of Issuer)

Common Stock, par value \$1 per share

(Title of Class of Securities)

636180101

(CUSIP Number)

Steven B. Klinsky New Mountain Vantage, L.P. 787 Seventh Avenue, 49th Floor New York, NY 10019 (212) 720-0300

Copies to:

Paul Reinstein Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004-1980 (212) 859-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 1, 2010

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this
Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box: []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP N	No. 636180101	Page 2 of 25 Pages
1	NAME OF REPORTING PERSO	
2	GROUP	OPRIATE BOX IF A MEMBER OF A (a) [x]
3	SEC USE ONLY (b) []	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE P U R S U A N T	OF LEGAL PROCEEDINGS IS REQUIRED T O I T E M S 2 (d) O R
6	2(e) CITIZENSHIP OR PLACE ORG	[] ANIZATION
AND OPEN OF		OLE VOTING POWER
NUMBER OF		
SHARES		HARED VOTING POWER
BENEFICIAL	,	656,364
OWNED BY		OLE DISPOSITIVE POWER
EACH	0	LA DED DICROCIENTE PONTED
REPORTING		HARED DISPOSITIVE POWER
PERSO WITH	N 5,	656,364
11	AGGREGATE AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON
12	CHECK BOX IF THE AGO SHARES []	GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERS OO	ON

1 NAME OF REPORTING PERSON New Mountain Vantage, L.P. 2 C H E C K T H E A P P R O P R I A T E B O X I F A M E M B E R O F A GROUP (a) [x] 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) [] 6 CITIZENSHIP OR PLACE ORGANIZATION
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) [] SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) CITIZENSHIP OR PLACE ORGANIZATION
GROUP (a) [x] (b) [] 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) 6 CITIZENSHIP OR PLACE ORGANIZATION
SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) [] CITIZENSHIP OR PLACE ORGANIZATION
4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) [] 6 CITIZENSHIP OR PLACE ORGANIZATION
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P U R S U A N T T O I T E M S 2 (d) O R 2(e) [] 6 CITIZENSHIP OR PLACE ORGANIZATION
P U R S U A N T T O I T E M S 2 (d) O R 2(e) [] 6 CITIZENSHIP OR PLACE ORGANIZATION
2(e) [] 6 CITIZENSHIP OR PLACE ORGANIZATION
6 CITIZENSHIP OR PLACE ORGANIZATION
Delaware
7 SOLE VOTING POWER
NUMBER OF 0
SHARES 8 SHARED VOTING POWER
BENEFICIALLY 952,998
OWNED BY 9 SOLE DISPOSITIVE POWER
EACH 0
REPORTING 10 SHARED DISPOSITIVE POWER
P E R S O N 952,998
WITH
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
952,998
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES []
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.2%
14 TYPE OF REPORTING PERSON
PN

CUSIP No	o. 636180101	Page 4 of 25 Pages	
1	NAME OF REPORTING PER		
2	GROUP	PROPRIATE BOX IF A MEMBER OF (a) [x]	A
3	SEC USE ONLY (b) [J	
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRED T T O I T E M S 2 (d) O []	R
6	CITIZENSHIP OR PLACE OF Delaware		
NUMBER OF SHARES BENEFICIALI OWNED BY EACH REPORTING PERSON WITH	7 8 LY 9 10 N AGGREGATE AMOUNT I 607,152	SOLE VOTING POWER 0 SHARED VOTING POWER 607,152 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 607,152 BENEFICIALLY OWNED BY EACH REPORTING PERSON AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAI	N
13 14	PERCENT OF CLASS REF 0.7% TYPE OF REPORTING PE PN	PRESENTED BY AMOUNT IN ROW (11) ERSON	

CUSIP N	o. 636180101	Page 5 of 25 Pages
1	NAME OF REPORTING PER	
2	GROUP	PROPRIATE BOX IF A MEMBER OF A (a) [x]
3	(b) [SEC USE ONLY	1
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSUI	RE OF LEGAL PROCEEDINGS IS REQUIRED T T O I T E M S 2 (d) O R []
6	CITIZENSHIP OR PLACE OF	
	Delaware 7	SOLE VOTING POWER
NUMBER OF	7	0
SHARES	8	SHARED VOTING POWER
BENEFICIAL	LY	1,967,446
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		0
REPORTING	10	SHARED DISPOSITIVE POWER
PERSO	N	1,967,446
WITH		
11	AGGREGATE AMOUNT I 1,967,446	BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	CHECK BOX IF THE A SHARES []	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF CLASS REF 2.4%	PRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PE PN	RSON

	CUSIP No. 636180101	Page 6 of 25 Pages
1	NAME OF REPORT	TING PERSON
	New Mountain Vant	age LO, L.P.
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A
	GROUP	(a) [x]
		(b) []
3	SEC USE ONLY	