

NATIONAL FUEL GAS CO
Form DEFA14A
February 24, 2010

**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

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))
- 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)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

**INFORMATION RELEVANT TO THE
2010 EQUITY COMPENSATION PLAN
AS OF FEBRUARY 23, 2010**

The following information may be used for the purpose of personal solicitation of certain stockholders in connection with National Fuel Gas Company's (the Company) Annual Meeting of Stockholders to be held on March 11, 2010 (Annual Meeting). The information relates to the Company's 1997 Award and Option Plan as of February 23, 2010. The 1997 Award and Option Plan is the only plan under which the Company has any outstanding awards of stock options or stock appreciation rights, and the only plan under which the Company may currently issue stock options or stock appreciation rights. The Company will be authorized to issue additional awards under the 2010 Equity Compensation Plan if the Company's stockholders approve that plan at the Annual Meeting.

| | Calendar Year | 2010 | 2011 | 2012 |
|--|----------------------|-------------|-------------|-------------|
| Outstanding Stock Options Scheduled to Expire (calculated as of 2/23/2010) | | 909,035 | 652,986 | 928,608 |

**1997 AWARD AND OPTION PLAN INFORMATION
As of February 23, 2010**

| Number of shares to be issued upon exercise of outstanding options, warrants and rights | Number of shares remaining available for future issuance (excludes shares reflected in column (a)) |
|--|---|
| (a) | (b) |
| 4,843,658 | 169,804(1) |

- (1) These shares available for future issuance under the 1997 Award and Option Plan include 97,007 shares related to previously issued stock appreciation rights which were forfeited in November 2009 because applicable performance conditions were not met.

As of February 23, 2010, the Company had 81,136,115 shares of Common Stock issued and outstanding.