

NATIONAL FUEL GAS CO
Form 35-CERT
August 28, 2003

**UNITED STATES OF AMERICA
BEFORE THE SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.**

IN THE MATTER OF
NATIONAL FUEL GAS COMPANY,
SENECA INDEPENDENCE PIPELINE COMPANY,
NIAGARA INDEPENDENCE MARKETING COMPANY,
ET AL.
FILE NO. 70-9117
(Public Utility Holding Company Act of 1935)

22nd CERTIFICATE
PURSUANT TO RULE 24

This is to certify, pursuant to Rule 24 under the Public Utility Holding Company Act of 1935, as amended, that the transactions referred to below have been carried out in accordance with the terms and conditions of and for the purpose represented by the Declarations of National Fuel Gas Company (National), Seneca Independence Pipeline Company (Seneca), and Niagara Independence Marketing Company (Niagara), et al., as amended, in the above file and pursuant to the Order, dated March 13, 1998, of the Securities and Exchange Commission with respect thereto (Order).

The following exhibits are attached to and made a part of this Certificate:

- | | |
|-----------|---|
| Exhibit A | Income Statement of Seneca for the quarter ended June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |
| Exhibit B | Balance Sheet of Seneca as of June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |
| Exhibit C | Income Statement of Niagara for the quarter ended June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |
| Exhibit D | Balance Sheet of Niagara as of June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |
| Exhibit E | Seneca s Allocated Share of the Profits/Losses of Independence Pipeline Company for the quarter ended June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |
| Exhibit F | Niagara s Allocated Share of the Profits/Losses of DirectLink Gas Marketing Company for the quarter ended June 30, 2003 (Confidential Treatment Requested Pursuant to Rule 104(b)). |

IN WITNESS WHEREOF, the undersigned companies have caused this Certificate to be executed as of this 26th day of August, 2003.

NATIONAL FUEL GAS COMPANY

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By: /s/ J. R. Peterson
 J. R. Peterson
 Assistant Secretary

SENECA INDEPENDENCE PIPELINE COMPANY

By: /s/ W. E. DeForest
 W. E. DeForest
 President, Secretary and Treasurer

NIAGARA INDEPENDENCE PIPELINE COMPANY

By: /s/ D. P. Butler
 D. P. Butler
 Secretary

;15TH FLOOR 3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2011

(Street)

BETHESDA, MD 20814 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

(City)

(State)

(Zip)

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)
Common Shares				(A) or (D)	V Amount Price		
					3,002	I	Wife's IRA
Series B Preferred Stock					2,000	I	Wifes- Trust
Common Shares					51,116	D ⁽⁵⁾	
Series B Preferred Stock					250	I	Wife's IRA
Series B Preferred Stock					250	I ⁽³⁾	Self-Trust

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Series A Preferred Stock						250		D <u>(6)</u>	
Common Shares						22,164		I	Wifes-Trust
Common Shares						60,187		I <u>(3)</u>	Self-Trust
Series B Preferred Stock	06/01/2011		A	1,500	A	\$ 26.63	11,800	D <u>(5)</u>	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock <u>(2)</u>	\$ 43.81 <u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	19,311.499
Stock Option	\$ 40.35					05/01/2006	05/06/2016	Common Stock	2,500
Stock Option	\$ 54.17					04/27/2007	04/27/2017	Common Stock	2,500
Stock Option	\$ 50.15					04/25/2008	04/25/2018	Common Stock	2,500
Stock Option	\$ 38.76					05/07/2010	05/07/2020	Common Stock	2,500
Stock Option	\$ 41.82					05/13/2011	05/13/2021	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARACI PHILIP D 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	X			

Signatures

Scott V. Schneider, by Power of
Attorney

06/02/2011

**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) 1 for 1

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

(3) Self-Trust. Reporting person is a Trustee

(4) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

(5) Self-IRA

(6) Self-Keogh

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.