

NATIONAL FUEL GAS CO  
Form DEFA14A  
February 24, 2012

**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:

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(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:

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:



NATIONAL FUEL GAS COMPANY

6363 MAIN STREET

WILLIAMSVILLE, NEW YORK 14221

Supplemental Information Regarding

**Proposal 3: Non-Binding Advisory Vote Approving Executive Compensation**

February 24, 2012

Dear Stockholders of National Fuel Gas Company:

At National Fuel Gas Company's (the "Company") Annual Meeting of Stockholders to be held on March 8, 2012, stockholders will cast a non-binding advisory vote to approve the compensation of the Company's executives (the "say on pay" vote). Proposal 3 in the Company's 2012 proxy statement includes relevant information regarding this matter. As noted in the proxy statement, the Company believes that its compensation policies and procedures encourage a culture of pay for performance and are strongly aligned with both the short and long-term interests of the Company's stockholders. **The Company's Board of Directors has recommended that you vote FOR Proposal 3.**

ISS Proxy Advisory Services ("ISS") has recommended that its clients vote against Proposal 3 in light of what ISS claims is a "pay for performance disconnect." The Company believes that there is a fundamental flaw in ISS's application of its methodology to the Company. The Company has raised its concerns with ISS's analysis in the attached letter, along with other important observations. **We urge you to consider the letter and vote FOR Proposal 3.**

Sincerely yours,

Paula M. Ciprich

*General Counsel and Secretary*











