### Edgar Filing: SMITH DAVID F - Form 4

SMITH DAY Form 4											
March 19, 2013 <b>FORM 4</b> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). March 19, 2013 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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									OMB Number: Expires: Estimated a burden hour response		
(Print or Type I 1. Name and A SMITH DA	Address of Reporting	Person <u>*</u>	Symbol			Ticker or		-	5. Relationship of Issuer	Reporting Pers	on(s) to
(Last) (First) (Middle) 3.					st Tr	EL GAS	CO	NFGJ	(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title 10% Owner below) Executive Chairman		
(Street) 4. If Amo Filed(Mo WILLIAMSVILLE, NY 14221						te Original			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>		
(City) 1.Title of Security (Instr. 3)	2. Transaction Date	(State) (Zip) <b>Table</b> ransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)				4. Securit n(A) or Dis (Instr. 3, 4 Amount	ies Ac sposed	quired of (D)	<b>Lired, Disposed of</b> 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Beneficially Owned 6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)	
Common Stock	12/27/2012			G	V	495	D	\$0	156,965	D	
Common Stock	03/15/2013			М		50,000	A	\$ 59.78	206,965	D	
Common Stock	03/15/2013			F		23,548 (1)	D	\$ 59.78	183,417	D	
Common Stock	03/15/2013			F		13,640 (1)	D	\$ 59.78	169,777	D	
Common Stock									51,902	Ι	Held by Spouse

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Common Stock	03/15/2013	J	V 154 (2)	А	\$0	15,956	Ι	401k Trust
Common Stock	03/15/2013	J	V 3 (3)	А	\$0	1,822	Ι	ESOP Trust

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.

# 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. Transacti Code (Instr. 8)	TransactionDerivative Code Securities		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
Employee Stock Option (Right to Buy)	\$ 28.155	03/15/2013		М		50,000	06/29/2005	03/29/2015	Common Stock	50,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
SMITH DAVID F 6363 MAIN STREET WILLIAMSVILLE, NY 14221	Х		Executive Chairman						
Signatures									
Paula M. Ciprich, Attorney in Fact	(	)3/19/2013							
**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).

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On March 15, 2013, the reporting person exercised 50,000 stock options, delivered 23,548 shares of Common Stock of the Company for cancellation in payment of the exercise price of such options, and had 13,640 shares of Common Stock of the Company withheld and

- cancellation in payment of the exercise price of such options, and had 13,640 shares of Common Stock of the Company withheid and cancelled to cover minimum required tax withholding. These shares cancellations are shown on Table I as dispositions (Transaction Code "D" in column 4), although none of these cancelled shares were sold into the market, as indicated by Transaction Code "F" in column 3.
- (2) Routine acquisition under the NFG 401(k) Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.
- (3) Routine acquisition under the NFG ESOP Plan Trust, exempt under Rule 16b-3(c), a non-reportable transaction.

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.