

NATIONAL FUEL GAS CO  
Form 8-K  
December 05, 2011

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported) December 1, 2011

**NATIONAL FUEL GAS COMPANY**

(Exact Name of Registrant as Specified in Charter)

New Jersey  
(State or Other Jurisdiction

of Incorporation)

6363 Main Street

1-3880  
(Commission

File Number)

13-1086010  
(IRS Employer

Identification No.)

14221

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**Williamsville, New York**  
(Address of Principal Executive Offices)

(Zip Code)

**(716) 857-7000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On December 1, 2011, National Fuel Gas Company (the Company) completed its issuance and sale of \$500,000,000 aggregate principal amount of its 4.90% Notes due 2021 (the Notes). The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-158060) of the Company.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

5.1.1 Opinion of Dewey & LeBoeuf LLP regarding the legality of the Notes

5.2.1 Opinion of Lowenstein Sandler PC regarding the legality of the Notes

23.1 Consent of Dewey & LeBoeuf LLP (Contained in Exhibit 5.1.1)

23.2 Consent of Lowenstein Sandler PC (Contained in Exhibit 5.2.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, National Fuel Gas Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NATIONAL FUEL GAS COMPANY**

By: /s/ James R. Peterson

Name: James R. Peterson

Title: Assistant Secretary

Dated: December 5, 2011