

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

Certificate of compliance with terms by public utility company under Rule 24

Filing Date: **1995-07-28**
SEC Accession No. **0000023738-95-000065**

(HTML Version on secdatabase.com)

FILER

CONSOLIDATED NATURAL GAS CO

CIK: **23738** | IRS No.: **130596475** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-07095** | Film No.: **95557032**
SIC: **4923** Natural gas transmission & distribution

Business Address
625 LIBERTY AVE CNG
TOWER
PITTSBURGH PA 15222
4122271000

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>In the Matter of</p> <p>CONSOLIDATED NATURAL GAS COMPANY Pittsburgh, Pennsylvania</p> <p>File No. 70-7095</p> <p>(Public Utility Holding Company Act of 1935)</p> | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p>CERTIFICATE</p> <p>of</p> <p>NOTIFICATION</p> <p>NO. 39</p> <hr style="width: 100%;"/> <p>TRANSACTIONS</p> <p>DURING PERIOD</p> <p>April 1, 1995</p> <p>through</p> <p>June 30, 1995</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

TO THE SECURITIES AND EXCHANGE COMMISSION:

On March 19, 1982, the Commission issued an Order (HCAR No. 22424) authorizing Consolidated Natural Gas Company ("Consolidated") to adopt, subject to stockholder approval, a Long-Term Incentive Plan ("Plan") and to issue 1,170,000 shares of its common stock, \$4 par value, under the Plan. The Plan was approved by the stockholders.

Thereafter, the stockholders approved a revision of the Plan at their 1985 annual meeting. By Order dated June 21, 1985 (HCAR No. 23738), the Commission authorized Consolidated to sell or award a total of 2,000,000 shares (including the 1,170,000 previously authorized) under the Plan. On May 20, 1986, Consolidated's stock was split on a 2-for-1 basis. By Order dated April 7, 1986, the Commission authorized Consolidated to sell or issue 4,000,000 shares, \$2.75 par value, under the Plan (or double the amount authorized by the June 21, 1985 Order).

This Certificate is filed pursuant to Rule 24 as a notification that the transactions described in the Declaration in the above entitled proceedings have been carried out in accordance with the terms and conditions of and for

the purposes represented by the Declaration, as amended, and the Orders of the Commission issued under this proceeding,

During the second quarter of 1995, options on 900 shares of Consolidated's common stock, \$2.75 par value, were exercised. During the period no Restricted Stock Awards were cancelled and no shares were issued as Restricted Stock Awards. The Plan by its terms expired on November 9, 1991. In view of the adoption by Consolidated of its 1991 Stock Incentive Plan, which became

effective upon shareholder approval on May 21, 1991, it is not expected that any further options or Restricted Stock Awards will be granted under the Plan. Options earlier granted under the Plan will, however, continue to be exercisable for shares of Consolidated common stock.

Of the 4,000,000 shares authorized by the Commission's Orders, 1,869,504 shares were exercised as of June 30, 1995.

Acquisitions by Consolidated of its Common Stock through the exchange and tax withholding provisions of the Plan (and held as treasury stock) are reported under File No. 70-7948.

The "past-tense" opinion required by Paragraph F(2) of the instructions as to exhibits for Form U-1 will be filed when all transactions authorized pursuant to said order have been consummated.

CONSOLIDATED NATURAL GAS COMPANY

By J. M. Hostetler
Its Attorney

Dated this 28th day
of July, 1995