

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

Filing Date: **1995-07-28**
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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.: **070-07838** | Film No.: **95557051**
SIC: **4923** Natural gas transmission & distribution

Business Address
625 LIBERTY AVE CNG
TOWER
PITTSBURGH PA 15222
4122271000

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

In the Matter of	:	CERTIFICATE
	:	of
CONSOLIDATED NATURAL GAS COMPANY	:	NOTIFICATION
Pittsburgh, Pennsylvania	:	NO. 17
	:	_____
File No. 70-7838	:	
	:	TRANSACTIONS
(Public Utility Holding Company Act of 1935)	:	DURING PERIOD

April 1, 1995
through
June 30, 1995

TO THE SECURITIES AND EXCHANGE COMMISSION:

By order dated April 10, 1991 (HCAR No. 25294) ("Order") in the above-captioned proceedings, the Securities and Exchange Commission permitted the Application-Declaration of Consolidated Natural Gas Company ("Consolidated") to become effective, thereby authorizing Consolidated to issue up to 8.5 million shares of its Common Stock (which shares may be authorized but unissued shares, treasury shares, or a combination thereof) pursuant to awards granted under its 1991 Stock Incentive Plan ("Plan"). No award may be granted after December 31, 2000 and no stock will be issued after December 31, 2010.

This Certificate is filed pursuant to Rule 24 as a notification that of the various transactions authorized by the Order, the following have been carried out in accordance with the terms and conditions of and for the purposes represented by the Application-Declaration and the Order.

During this period, 795 shares were issued as Achievement Stock Awards and 12,359 shares were issued as restricted stock awards pursuant to the Plan and the authorization in the Order. During the period 4,042 Restricted Stock

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Awards were cancelled. During the second quarter of 1995, options on 8,221 shares of Consolidated's common stock \$2.75 par value, were exercised. To date, 230,718 shares have been issued in the following manner:

Achievement Stock Awards	13,570
Restricted Stock Awards	156,162
Non-Qualified Stock Options	60,986

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