

# 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.: **070-08371** | Film No.: **95557070**  
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

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	In the Matter of	:	CERTIFICATE
		:	of
	CONSOLIDATED NATURAL GAS COMPANY	:	NOTIFICATION
	Pittsburgh, Pennsylvania	:	
		:	NO. 5
	File No. 70-8371	:	<hr/>
		:	
	(Public Utility Holding Company Act of 1935)	:	TRANSACTIONS
<hr/>		:	DURING PERIOD
			April 1, 1995
			through
			June 30, 1995

TO THE SECURITIES AND EXCHANGE COMMISSION:

By Order dated April 18, 1994 (HCAR No. 26030) in the above captioned proceedings, the Securities and Exchange Commission ("Commission") permitted the Declaration of Consolidated Natural Gas Company ("Consolidated") to become effective, thereby authorizing Consolidated to adopt a Non-Employee Director's Restricted Stock Plan, in order to provide such directors an incentive to continue to serve CNG.

The aggregate number of shares which may be granted as Restricted Stock under the Plan is 15,000 shares of CNG Common Stock, \$2.75 par value per share, subject to adjustment in order to prevent dilution or enlargement of the participants' rights under the Plan in the event of a stock split, reverse stock split, reorganization or similar event. Such shares may be authorized but unissued shares or treasury shares of CNG. Any Restricted Stock granted under the Plan which is forfeited pursuant to the terms of the Plan is not available for further grants under the Plan.

This Certificate is filed pursuant to Rule 24 as a notification that during the period 900 shares were granted as restricted stock. Thus as of the date hereof, 13,400 shares allocated to the Plan under this proceeding remain unissued.

The "past-tense" opinion required by paragraph F(2) of the instructions as to exhibits for Form U-1 will be filed when all of the transactions authorized

pursuant to said Orders have been consummated.

CONSOLIDATED NATURAL GAS COMPANY

By J. M. Hostetler  
Its Attorney

Dated this 28th day  
of July, 1995