

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

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FILER

NATIONAL FUEL GAS CO

CIK: **70145** | IRS No.: **131086010** | State of Incorporation: **NJ** | Fiscal Year End: **0930**
Type: **35-CERT** | Act: **35** | File No.: **070-06912** | Film No.: **94500843**
SIC: **4924** Natural gas distribution

Business Address
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UNITED STATES OF AMERICA
BEFORE THE SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

IN THE MATTER OF
NATIONAL FUEL GAS COMPANY
FILE NO. 70-6912
70-7049
70-7581

CERTIFICATE
PURSUANT TO RULE
24

(Public Utility Holding Company
Act of 1935)

Holding Company Act of 1935, as amended, that the transactions referred to below have been carried out in accordance with the terms and conditions of and for the purposes represented by the Declarations of National Fuel Gas Company ("National"), as amended, in the above files, and pursuant to the Orders dated January 10, 1984 (File No. 70-6912), April 23, 1984 (File No. 70-6967), January 16, 1985 (File No. 70-7049), May 1, 1987 (File No. 70-7369) December 28, 1988 (File No. 70-7581), and March 5, 1993 (File No. 70-8111), of the Securities and Exchange Commission with respect thereto.

The following individuals, during the period October 1, 1993 through December 31, 1993, exercised Non-qualified Stock Options ("NSO's") as identified below:

Name	Type of Grant	Date of Grant	Exercise Price Per Share	Exercise Date	Number of Shares Acquired Through Exercise	Number of Shares of Stock Used in Stock-for-Stock Exercise
J. Allen Graham	NSO	10/5/92	\$25.1875	10/12/93	5,000	-0-
S. Dennis Holbrook	NSO	1/6/87	19.78125	11/22/93	2,000	-0-
Richard Hare	NSO	6/14/90	23.8125	11/17/93	7,100	4,972

These were the only exercises of options pursuant to the National Fuel Gas Company 1984 Stock Plan or the National Fuel Gas Company 1983

Incentive Stock Option Plan during the period October 1, 1993 - December 31, 1993.

IN WITNESS WHEREOF, National has caused this Certificate to be executed this 10th day of January, 1994.

By /s/ Richard M. DiValerio _____
Richard M. DiValerio
Secretary