

# 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.: **94538199**  
SIC: **4924** Natural gas distribution

Business Address  
30 ROCKEFELLER PLZ  
NEW YORK NY 10112  
2125417533

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

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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)

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This is to certify, pursuant to Rule 24 under the Public Utility 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 April 1, 1994 through June 30, 1994, exercised Non-qualified Stock Options ("NSO's") and Incentive Stock Options ("ISO'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 for-Stock Exercise
Walter E. DeForest	NSO	1/6/87	\$19.78125	5/19/94	3,000	-0-
Walter E. DeForest	NSO	4/20/88	18.75	5/19/94	4,000	-0-
John R. Pustulka	ISO	10/21/91	23.875	6/3/94	3,000	-0-
John R. Pustulka	NSO	10/5/92	25.1875	6/3/94	1,030	-0-
John R. Pustulka	ISO	10/5/92	25.1875	6/14/94	3,970	-0-
S. Dennis Holbrook	NSO	1/6/87	19.78125	6/30/94	1,000	-0-

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 April 1, 1994 - - June 30, 1994.

IN WITNESS WHEREOF, National has caused this Certificate to be executed this 8th day of July, 1994.

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