NATIONAL FUEL GAS CO Form SC 13D/A May 14, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 12)*

Under the Securities Exchange Act of 1934

NATIONAL FUEL GAS COMPANY

(Name of Issuer)

Common Stock, par value \$1 per share

(Title of Class of Securities)

636180101

(CUSIP Number)

Steven B. Klinsky New Mountain Vantage, L.P. 787 Seventh Avenue, 49th Floor New York, NY 10019 (212) 720-0300

Copies to:

Paul Reinstein Fried, Frank, Harris, Shriver & Jacobson LLP One New York Plaza New York, NY 10004-1980 (212) 859-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 12, 2010

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this
Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box: []

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP N	o. 636180101		Page 2 of 24 Pages	3	
1	NAME OF REPORTING PER				
2	New Mountain Vantage GP, L. C H E C K T H E A P F GROUP	P R O P R I A T E (a) [x]	_	MEMBER	OF A
3	SEC USE ONLY (b) []			
4	SOURCE OF FUNDS AF				
5	CHECK BOX IF DISCLOSUR	RE OF LEGAL PROCI T T O I	-	TIRED 2 (d)	O R
6	2(e) CITIZENSHIP OR PLACE OF Delaware			[]	
NUMBER OF	7	SOLE VOTING POV	VER		
NUMBER OF SHARES	8	0 SHARED VOTING I	OOWED		
BENEFICIAL	•	4,802,938	TOWER		
OWNED BY		SOLE DISPOSITIVE	EPOWER		
EACH		0	or o were		
REPORTING	10	SHARED DISPOSIT	IVE POWER		
PERSO	N	4,802,938			
WITH					
11	AGGREGATE AMOUNT E 4,802,938	BENEFICIALLY OWN	NED BY EACH RE	PORTING PERSO	N
12	CHECK BOX IF THE A SHARES []	GGREGATE AMOU	JNT IN ROW (11) EXCLUDES C	ERTAIN
13	PERCENT OF CLASS REP 5.9%	PRESENTED BY AMO	OUNT IN ROW (11))	
14	TYPE OF REPORTING PEROO	RSON			

CUSIP N	o. 636180101		Page 3 of 24 Pages
1	NAME OF REPORTING PER	RSON	
2	GROUP	(a) [x	BOX IF A MEMBER OF A
3	(b) [SEC USE ONLY]	
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSU P U R S U A N	RE OF LEGAL PROC T T O I	$\begin{array}{cccccccccccccccccccccccccccccccccccc$
6	2(e) CITIZENSHIP OR PLACE O Delaware		[]
	. 7	SOLE VOTING POV	WER
NUMBER OF SHARES	8	0 SHARED VOTING I	DOWED
BENEFICIAL	•	808,218	FOWER
OWNED BY	9	SOLE DISPOSITIVE	E POWER
EACH		0	
REPORTING	10	SHARED DISPOSIT	ΓIVE POWER
PERSO WITH	N	808,218	
11	AGGREGATE AMOUNT : 808,218	BENEFICIALLY OWN	NED BY EACH REPORTING PERSON
12	CHECK BOX IF THE A SHARES []	AGGREGATE AMOI	UNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF CLASS REI	PRESENTED BY AMO	OUNT IN ROW (11)
14	TYPE OF REPORTING PE PN	ERSON	

CUSIP N	o. 636180101		Page 4 of 24 Pages		
1	NAME OF REPORTING PER				
2	New Mountain Vantage (Califord H E C K T H E A P I GROUP	P R O P R I A T E (a) [x]	_	MEMBER	OF A
3	(b) [SEC USE ONLY]			
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOSU	RE OF LEGAL PROCE T T O I	-	IRED 2 (d)	O R
6	2(e) CITIZENSHIP OR PLACE OF Delaware			[]	
NUMBER OF	7	SOLE VOTING POV	VER		
NUMBER OF SHARES	8	0 SHARED VOTING I	POWED		
BENEFICIAL	•	514,948	OWLK		
OWNED BY		SOLE DISPOSITIVE	EPOWER		
EACH		0	77 0 11 211		
REPORTING	10	SHARED DISPOSIT	IVE POWER		
PERSO	N	514,948			
WITH					
11	AGGREGATE AMOUNT I 514,948	BENEFICIALLY OWN	NED BY EACH REI	PORTING PERSO	N
12	CHECK BOX IF THE A SHARES []	GGREGATE AMOU	JNT IN ROW (11) EXCLUDES C	ERTAIN
13	PERCENT OF CLASS REP	PRESENTED BY AMC	OUNT IN ROW (11)		
14	TYPE OF REPORTING PE PN	RSON			

CUSIP N	o. 636180101	1	Page 5 of 24 Pages		
1	NAME OF REPORTING PERS				
2	New Mountain Vantage (Califor C H E C K T H E A P P GROUP	R O P R I A T E I (a) [x]	BOX IF A	MEMBER	OF A
3	(b) []				
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOSURE P U R S U A N		EDINGS IS REQUI T E M S	RED 2 (d)	O R
6	2(e) CITIZENSHIP OR PLACE OR Delaware			[]	
AND OPEN OF		SOLE VOTING POWI	ER		
NUMBER OF SHARES		0 SHARED VOTING PO	WED.		
BENEFICIAL		1,672,313	JWLK		
OWNED BY		SOLE DISPOSITIVE I	POWER		
EACH		0			
REPORTING	10	SHARED DISPOSITIV	VE POWER		
PERSO WITH	N	1,672,313			
11	AGGREGATE AMOUNT BI	ENEFICIALLY OWNI	ED BY EACH REP	ORTING PERSO	N
12	CHECK BOX IF THE AC SHARES []	GGREGATE AMOU	NT IN ROW (11)	EXCLUDES C	ERTAIN
13	PERCENT OF CLASS REPR	RESENTED BY AMOU	UNT IN ROW (11)		
14	TYPE OF REPORTING PER PN	RSON			

CUSIP N	Jo. 636180101	Page 6 of 24 Pages
1	NAME OF REPORTING PERSO	N
2	GROUP	OPRIATE BOX IF A MEMBER OF A (a) [x]
3	(b) [] SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF URSUANT	OF LEGAL PROCEEDINGS IS REQUIRED TO ITEM S 2 (d) OR
6	2(e) CITIZENSHIP OR PLACE ORGA Delaware	
NUMBER OF		OLE VOTING POWER
SHARES		HARED VOTING POWER
BENEFICIAL		.674
OWNED BY	9 SC	OLE DISPOSITIVE POWER
EACH	0	
REPORTING		HARED DISPOSITIVE POWER
PERSO WITH	N 11	,674
11	AGGREGATE AMOUNT BEN 11,674	EFICIALLY OWNED BY EACH REPORTING PERSON
12	CHECK BOX IF THE AGG SHARES []	REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF CLASS REPRE Less than 0.1%	SENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERSO	ON

SCHEDULE 13D

CUSIP No. 636180101