

NATIONAL FUEL GAS CO

FORM 35-CERT (Certificate by Public Utility Company)

Filed 08/05/97

Address	6363 MAIN STREET WILLIAMSVILLE, NY 14221-5887
Telephone	716-857-7000
CIK	0000070145
Symbol	NFG
SIC Code	4924 - Natural Gas Distribution
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	09/30

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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. 70-8943

CERTIFICATE
PURSUANT TO
RULE 24

(Public Utility Holding Company
Act of 1935)

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 Declaration, as amended, of National Fuel Gas Company ("National"), in the above file, and pursuant to the Order dated January 24, 1997 of the Securities and Exchange Commission with respect thereto.

The following individuals, during the period April 1, 1997 through June 30, 1997, were issued shares of National Fuel Gas Company common stock pursuant to the National Fuel Gas Company Retainer Policy for Non-Employee Directors as identified below:

Name	Date of Issuance	FMV per share on Date of Issuance	Number of Shares Issued
Robert T. Brady	4/1/97	\$42.4375	100
William J. Hill	4/1/97	42.4375	100
Luiz F. Kahl	4/1/97	42.4375	100
Bernard S. Lee	4/1/97	42.4375	100
Eugene T. Mann	4/1/97	42.4375	100
George L. Mazanec	4/1/97	42.4375	100
George H. Schofield	4/1/97	42.4375	100

These were the only issuances of common stock pursuant to the National Fuel Gas Company Retainer Policy for Non-Employee Directors during the period April 1, 1997 - June 30, 1997.

In witness WHEREOF, National has caused this certificate to be executed this 1st day of August, 1997.

By /s/ Anna Marie Cellino
Anna Marie Cellino

Secretary

End of Filing

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