NATIONAL FUEL GAS CO Form SC 13D/A December 09, 2010

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

SCHEDULE 13D

(Amendment No. 14)*

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)

December 7, 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 22 Pages	
1	NAME OF REPORTING PER New Mountain Vantage GP, L			
2	CHECK THE API GROUP	P R O P R I A T E (a) [x	BOX IF A MEMBER O	F A
3	SEC USE ONLY]		
4	SOURCE OF FUNDS AF			
5	CHECK BOX IF DISCLOSUL P U R S U A N		2	O R
6	2(e) CITIZENSHIP OR PLACE Of Delaware	RGANIZATION	[]	
	7	SOLE VOTING POV	WER	
NUMBER OF		0		
SHARES	8	SHARED VOTING	POWER	
BENEFICIAL		3,790,852	T DOWNER	
OWNED BY	9	SOLE DISPOSITIVI	E POWER	
EACH	10	0	TIME DOMED	
REPORTING P E R S O		SHARED DISPOSIT 3,790,852	HVE POWER	
WITH	IN.	3,790,832		
11	AGGREGATE AMOUNT 1 3,790,852	BENEFICIALLY OWI	NED BY EACH REPORTING PERSON	
12	, , , , , , , , , , , , , , , , , , ,	AGGREGATE AMO	UNT IN ROW (11) EXCLUDES CER	TAIN
13	PERCENT OF CLASS REF	PRESENTED BY AMO	OUNT IN ROW (11)	
14	TYPE OF REPORTING PE OO	ERSON		

CUSIP N	o. 636180101		Page 3 of 22 Pages	
1	NAME OF REPORTING PER	RSON		
2	New Mountain Vantage, L.P. CHECK THE AP	PROPRIATE	BOX IF A MEMBER OF	A
	GROUP	(a) [x]		
3	(b) [SEC USE ONLY	J		
4	SOURCE OF FUNDS			
_	WC	DE OELEGAL PROGE		
5	CHECK BOX IF DISCLOSU P U R S U A N	RE OF LEGAL PROCE T T O I	-	R
	2(e)	1 1 0 1		IX
6	CITIZENSHIP OR PLACE O	RGANIZATION	. ,	
	Delaware			
	7	SOLE VOTING POW	WER	
NUMBER OF		0		
SHARES	8	SHARED VOTING P	POWER	
BENEFICIAL		616,649	E POWER	
OWNED BY EACH	9	SOLE DISPOSITIVE 0	E POWER	
REPORTING	10	SHARED DISPOSITI	TIVE DOWED	
P E R S O		616,649	IVEFOWER	
WITH		010,049		
11		BENEFICIALLY OWN	NED BY EACH REPORTING PERSON	
12	616,649	GCDECATE AMOU	UNT IN ROW (11) EXCLUDES CERTA	INI
12	SHARES []	NOOKEGATE AMOU	UNI IN ROW (II) EXCLUDES CERTAI	111
13	PERCENT OF CLASS REI	PRESENTED BY AMO	OUNT IN ROW (11)	
	0.8%			
14	TYPE OF REPORTING PE	ERSON		
	PN			

CUSIP N	o. 636180101		Page 4 of 22 Pages		
1	NAME OF REPORTING PER				
2	New Mountain Vantage (Calif C 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	J			
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOSUL P U R S U A N	RE OF LEGAL PROCE T T O I	EDINGS IS REQUI T E M S	2 (d)	O R
6	2(e) CITIZENSHIP OR PLACE Of Delaware			[]	
	7	SOLE VOTING POW	'ER		
NUMBER OF			OWED		
SHARES BENEFICIAL	8 	SHARED VOTING P	OWER		
OWNED BY		405,011 SOLE DISPOSITIVE	DOWED		
EACH	9	0	TOWER		
REPORTING	10	SHARED DISPOSITI	VE POWER		
PERSO		405,011	, 210 ,, 21		
WITH					
11	AGGREGATE AMOUNT 1 405,011	BENEFICIALLY OWN	ED BY EACH REPO	ORTING PERSO	N
12	CHECK BOX IF THE A SHARES []	AGGREGATE AMOU	INT IN ROW (11)	EXCLUDES C	ERTAIN
13	PERCENT OF CLASS REF	PRESENTED BY AMO	UNT IN ROW (11)		
14	TYPE OF REPORTING PE PN	ERSON			

CUSIP N	o. 636180101	Page 5 of 22 Pages
1	NAME OF REPORTING PERSO	
2	GROUP	nia) II, L.P. ROPRIATE BOX IF A MEMBER OF A (a) [x]
3	(b) [] SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5		E OF LEGAL PROCEEDINGS IS REQUIRED TO I T E M S 2 (d) O R
6	2(e) CITIZENSHIP OR PLACE ORG Delaware	
NUMBER OF		SOLE VOTING POWER
SHARES		SHARED VOTING POWER
BENEFICIAL		1,343,908
OWNED BY		SOLE DISPOSITIVE POWER
EACH	0	
REPORTING	10 S	SHARED DISPOSITIVE POWER
PERSO WITH	N 1	1,343,908
11	AGGREGATE AMOUNT BE	ENEFICIALLY OWNED BY EACH REPORTING PERSON
12		GREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
13	PERCENT OF CLASS REPRI	ESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERS	SON

CUSIP N	o. 636180101		Page 6 of 22 Pages		
1	NAME OF REPORTING PER				
2	New Mountain Vantage LO, L C 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 DISCLOSUR	RE OF LEGAL PROCI T T O I	-	RED 2 (d)	O R
6	2(e) CITIZENSHIP OR PLACE OF Delaware			[]	
NIIMBED OF	7	SOLE VOTING POV	VER		
NUMBER OF SHARES	8	SHARED VOTING I	OWED		
BENEFICIAL	•	8,959	OWER		
OWNED BY		SOLE DISPOSITIVE	E POWER		
EACH		0			
REPORTING	10	SHARED DISPOSIT	IVE POWER		
PERSO WITH	N	8,959			
11	AGGREGATE AMOUNT E 8,959	BENEFICIALLY OWN	NED BY EACH REPO	ORTING PERSO	N
12	CHECK BOX IF THE A SHARES []	GGREGATE AMOU	JNT IN ROW (11)	EXCLUDES C	ERTAIN
13	PERCENT OF CLASS REP Less than 0.1%	PRESENTED BY AMO	OUNT IN ROW (11)		
14	TYPE OF REPORTING PE PN	RSON			

SCHEDULE 13D

CUSIP No. 636180101