#### ANDERSON DAVID HUGO

Form 4

August 08, 2012

# FORM 4

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

OMB Number:

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

08/06/2012

(Print or Type Responses)

1. Name and ANDERSC	2. Issuer Name <b>and</b> Ticker or Trading Symbol NORTHWEST NATURAL GAS CO [NWN]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last) 220 NW SI	(First) (I	3. Date of (Month/E) 08/06/2	Day/Yea		ransaction			Director 10% Owner _X_ Officer (give title Other (specify below) SVP & CFO				
				. If Amendment, Date Original iled(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - No	on-E	Derivative S	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Y			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Form: Beneficial Direct (D) Ownership or Indirect (I) (Instr. 4)		
Common Stock	06/01/2012			G	V	516 <u>(1)</u>	D	\$ 0	38,985.1848	D		
Common Account	06/01/2012			G	V	516 <u>(1)</u>	A	\$0	38,985.1848	D		

I

285.02 A \$ 48.92

2,690.273

596.2854

I

Ι

See

(2)

See

(3)

Footnote

Footnote

#### Edgar Filing: ANDERSON DAVID HUGO - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 8. Pr Deriv Secu (Inst

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option to Buy	\$ 32.02					<u>(4)</u>	09/27/2014	Common Stock	16,000
Employee Stock Option to Buy	\$ 34.29					<u>(5)</u>	02/29/2016	Common Stock	8,000
Employee Stock Option to Buy	\$ 44.48					<u>(6)</u>	02/28/2017	Common Stock	7,000
Employee Stock Option to Buy	\$ 43.29					<u>(7)</u>	03/06/2018	Common Stock	8,000
Employee Stock Option to Buy	\$ 41.15					(8)	03/04/2019	Common Stock	8,000
Employee Stock Option to Buy	\$ 44.25					<u>(9)</u>	03/02/2020	Common Stock	8,000
	\$ 45.74					(10)	03/02/2021		11,000

Employee Common Stock Stock Option to

Buy

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ANDERSON DAVID HUGO 220 NW SECOND AVENUE PORTLAND, OR 97209

SVP & CFO

## **Signatures**

Shawn M. Filippi, Attorney-in-Fact 08/08/2012

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of reporting person were transferred from reporting person's account to his joint registered account with spouse.
- (2) Reflects shares that have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.
- (3) Shares have been credited to reporting person's account under the issuer's Retirement K Savings Plan as of July 31, 2012.
- Option was granted for 16,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2007.
- Option was granted for 8,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2010.
- Option was granted for 7,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2011.
- Option was granted for 8,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2012.
- Option was granted for 8,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 2,000 shares on each February 25, 2010 and January 1, 2011, 2012 and 2013.
- Option was granted for 8,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 2,000 shares on each February 24, 2011 and January 1, 2012, 2013 and 2014.
- Option was granted for 11,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 2,750 shares on each February 23, 2012 and January 1, 2013, 2014 and 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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