

NORTHWEST NATURAL GAS CO
 Form 4
 March 07, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOOLITTLE LEA ANNE

(Last) (First) (Middle)
 220 NW SECOND AVENUE
 (Street)

PORTLAND, OR 97209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**NORTHWEST NATURAL GAS CO
 [NWN]**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Adm. Officer & SVP

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/05/2014		F	151 ⁽¹⁾ D \$ 42.73	4,273.368	D	
Common Stock	03/05/2014		F	126 ⁽²⁾ D \$ 42.73	4,147.368	D	
Common Stock	03/05/2014		F	12 ⁽¹⁾ D \$ 42.73	248.5179	I	See Footnote ⁽³⁾
Common Stock					7,526.08	I	See Footnote ⁽⁴⁾
					249.3095	I	

Common Stock				See Footnote <u>(5)</u>
Common Stock	1,442.203	I		See Footnote <u>(6)</u>
Common Stock	483.985	I		See Footnote <u>(7)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

DOOLITTLE LEA ANNE
220 NW SECOND AVENUE
PORTLAND, OR 97209

Director 10% Owner Officer Other

Chief Adm. Officer & SVP

Signatures

Shawn M. Filippi,
Attorney-in-Fact

03/07/2014

__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).

- Shares were withheld by the issuer to cover withholding taxes on issuance of shares due to vesting of restricted stock units. Organization and Executive Compensation Committee certification of satisfaction of the performance threshold and vesting for these restricted stock units was reported on Form 4 filed on February 28, 2014.
- (1) Shares were withheld by the issuer to cover withholding taxes on issuance of shares due to vesting of restricted stock units. Organization and Executive Compensation Committee certification of satisfaction of the performance threshold and vesting for these restricted stock units was reported on Form 4 filed on February 28, 2014.
 - (2) Shares were withheld by the issuer to cover withholding taxes on issuance of performance shares. Organization and Executive Compensation Committee certification of the payout of these performance shares was reported on Form 4 filed on February 28, 2014.
 - (3) Shares held in account of reporting person's spouse.
 - (4) Shares held in reporting person's account under issuer's Retirement K Savings Plan as of February 28, 2014.
 - (5) Shares held in account of reporting person's spouse under issuer's Retirement K Savings Plan as of February 28, 2014.
 - (6) Shares have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.
 - (7) Shares have been credited to reporting person's account under issuer's Executive Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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