

NORTHWEST NATURAL GAS CO  
Form 8-K  
May 29, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

May 28, 2009

Date of Report (Date of earliest event reported)

**NORTHWEST NATURAL GAS COMPANY**

(Exact name of registrant as specified in its charter)

Commission File No. 1-15973

**Oregon**  
(State or other jurisdiction  
of incorporation or organization)

**93-0256722**  
(I.R.S. Employer  
Identification No.)

**220 N.W. Second Avenue, Portland, Oregon 97209**

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (503) 226-4211

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On May 28, 2009, Northwest Natural Gas Company (NW Natural) issued a press release announcing the re-election of directors Timothy P. Boyle, Mark S. Dodson, Gregg S. Kantor and George J. Puentes and the ratification of the appointment of PricewaterhouseCoopers LLP as NW Natural's independent registered public accountants at NW Natural's 2009 Annual Shareholders Meeting. A copy of the press release is attached as Exhibit 99.1.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of NW Natural, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this report, including the exhibit hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is being furnished pursuant to Item 7.01 herein.

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release of Northwest Natural Gas Company issued May 28, 2009 (furnished and not filed).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHWEST NATURAL GAS COMPANY

(Registrant)

Dated: May 29, 2009

/s/ MARDILYN SAATHOFF  
MardiLyn Saathoff  
Chief Governance Officer & Corporate Secretary

**EXHIBIT INDEX**

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