

NORTHWEST NATURAL GAS CO

Form 8-K

February 25, 2011

**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**

**February 25, 2011**

**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**

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**Oregon** **93-0256722**  
(State or other jurisdiction) (I.R.S. Employer  
of incorporation or organization) 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:

- .. 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)
- .. 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 2.02 Results of Operation and Financial Condition**

On February 25, 2011, Northwest Natural Gas Company (NW Natural) issued a press release announcing its earnings for the year and quarter ended December 31, 2010. A copy of the press release is attached as Exhibit 99.1.

The information contained in this Item 2.02 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 Item 2.02, 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 7.01 Regulation FD Disclosure**

On February 25, 2011, NW Natural issued a press release announcing that NW Natural and Encana Oil & Gas (USA) signed a gas reserves venture. A copy of the press release is attached as Exhibit 99.2.

The information contained in this Item 7.01 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 Item 7.01, including the exhibit hereto, shall not be deemed filed for purposes of Section 18 of the Securities and 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.

Forward-Looking Statements

This report, and other presentations made by NW Natural from time to time, may contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as anticipates, intends, plans, seeks, believes, estimates, expects and similar references to future periods. Examples of forward-looking statements include, but are not limited to, statements regarding the following: plans, objectives, goals, strategies, future events, investments, estimated gas reserves and supplies, potential project expansion, continued drilling, project costs and completion dates, commodity costs, financing, financial positions, performance, customer refunds, operating capacity and completion dates, the potential for storage and pipeline project expansion, regulatory deferral of pension expenses, weather, customer growth, customer rates, regulatory rules, actions or approvals, litigation, earnings expectations, expected dividend payout ratios, and other statements that are other than statements of historical facts.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. We caution you therefore against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Important factors that could cause actual results to differ materially from those in the forward-looking statements are discussed by reference to the factors described in Part I, Item 1A Risk Factors, and Part II, Item 7 and Item 7A Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosure about Market Risk in the company's most recent Annual Report on Form 10-K and in Part I, Items 2 and 3 Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk, and Part II, Item 1A Risk Factors, in the company's quarterly reports filed thereafter.

All forward-looking statements made in this report and all subsequent forward-looking statements, whether written or oral and whether made by or on behalf of the company, also are expressly qualified by these cautionary statements. Any forward-looking statement speaks only as of the date on which such statement is made, and the company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. New factors emerge from time to time and it is not possible for the company to predict all such factors, nor can it assess the impact of each such factor or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are being furnished pursuant to Items referenced herein.

| Exhibit | Description  |
|---------|--|
| 99.1    | Press Release of Northwest Natural Gas Company issued February 25, 2011 (furnished and not filed). |
| 99.2    | Press Release of Northwest Natural Gas Company issued February 25, 2011 (furnished and not filed). |

SIGNATURE

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.

Dated: February 25, 2011

NORTHWEST NATURAL GAS COMPANY  
(Registrant)

/s/ David H. Anderson  
Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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