

NORTHWEST NATURAL GAS CO
 Form 4
 November 06, 2009

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 *
 ANDERSON DAVID HUGO

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/04/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & CFO

PORTLAND, OR 97209

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

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

(City) (State) (Zip)

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)	
Common Stock	11/04/2009		A	172.043	A \$ 41.86	6,300.719	I	See Footnote (1)
Common Stock						25,022.619	D	
Common Stock						355.4665	I	See Footnote (2)
Common Stock						48.413	I	See Footnote (3)

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

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(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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option to Buy	\$ 41.15					<u>(4)</u>	03/04/2019	Common Stock	8,000
Employee Stock Option to Buy	\$ 43.29					<u>(5)</u>	03/06/2018	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	\$ 34.29					<u>(7)</u>	02/29/2016	Common Stock	8,000
Employee Stock Option to Buy	\$ 32.02					<u>(8)</u>	09/27/2014	Common Stock	16,000

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

MardiLyn Saathoff,
Attorney-in-Fact

11/06/2009

__*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 have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives
Shares have been credited to reporting person's account under the issuer's Retirement K Savings Plan as of October 31, 2009. The number of shares in the reporting person's account has declined 4.9716 shares to reflect the correction of an error in the Company's 401(k) match amount.
- (2) Shares have been credited to reporting person's account under the issuer's Retirement K Savings Plan as of October 31, 2009. The number of shares in the reporting person's account has declined 4.9716 shares to reflect the correction of an error in the Company's 401(k) match amount.
- (3) Shares have been credited to reporting person's account under the issuer's Executive Deferred Compensation Plan.
- (4) 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.
- (5) 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 27, 2009 and January 1, 2010, 2011 and 2012.
- (6) Option was granted for 7,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 1,750 shares on each February 21, 2008 and January 1, 2009, 2010 and 2011.
- (7) 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 22, 2007 and January 1, 2008, 2009 and 2010.
- (8) Option was granted for 16,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 5,400 shares on September 22, 2005 and 5,300 shares on each January 1, 2006 and 2007.

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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