

RUE CJ
Form 4
December 30, 2004

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUE CJ

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 N.W. SECOND AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Secretary

PORTLAND, OR 97209-3991

4. If Amendment, Date Original
Filed(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)

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$3-1/6 par value	12/30/2004		F	5,114	D	\$ 33.84 2,154	D	
Common Stock, \$3-1/6 par value	12/30/2004		M	3,000	A	\$ 27.875 5,154	D	
Common Stock, \$3-1/6 par value	12/30/2004		M	3,400	A	\$ 26.3 8,554	D	

Common Stock, \$3-1/6 par value	12/30/2004	S	200	D	\$ 33.79	8,354	D	
Common Stock, \$3-1/6 par value	12/30/2004	S	300	D	\$ 33.78	8,054	D	
Common Stock, \$3-1/6 par value						2,911.9952	I	See footnote (1)

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. Title and Amount of Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy	\$ 27.875	12/30/2004		M		3,000		<u>(2)</u>	03/04/2008	Common Stock	3,000
Option to buy	\$ 26.3	12/30/2004		M		3,400		<u>(3)</u>	03/05/2012	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUE CJ 220 N.W. SECOND AVENUE PORTLAND, OR 97209-3991			Secretary	

Signatures

C.J. Rue

12/30/2004

**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) Held in reporting person's account under the issuer's Retirement K Savings Plan as of November 30, 2004.

Option was granted for 3000 shares pursuant to the Northwest Natural Gas Company 1985 Stock Option Plan (now the Restated Stock Option Plan). Option on 1,000 shares became exercisable on February 25, 1999, option on 1,000 shares became exercisable on 1/1/2000 and option on 1,000 shares became exercisable on 1/1/2001.

Option was granted for 5000 shares pursuant to the Northwest Natural Gas Company 1985 Stock Option Plan (now the Restated Stock Option Plan). Option on 1,700 shares became exercisable on February 27, 2003, option on 1,700 shares became exercisable on 1/1/2004 and option on 1,600 shares will become exercisable on 1/1/2005.

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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