

DOOLITTLE LEA ANNE
Form 4
March 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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)
02/29/2012

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/29/2012		F	152 ⁽¹⁾ D	\$ 0 2,555.5337	D	
Common Stock					6,805.1872	I	See Footnote ⁽²⁾
Common Stock					445.963	I	See Footnote ⁽³⁾
Common Stock					1,027.332	I	See Footnote ⁽⁴⁾

Edgar Filing: DOOLITTLE LEA ANNE - Form 4

Common Stock	202.8213	I	See Footnote <u>(5)</u>
Common Stock	162.8426	I	See Footnote <u>(6)</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 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	\$ 31.34					<u>(7)</u>	03/04/2014	Common Stock	3,000
Employee Stock Option to Buy	\$ 34.29					<u>(8)</u>	02/29/2016	Common Stock	3,000
Employee Stock Option to Buy	\$ 44.48					<u>(9)</u>	02/28/2017	Common Stock	3,000
Employee Stock Option to Buy	\$ 43.29					<u>(10)</u>	03/06/2018	Common Stock	4,000
Employee Stock Option to Buy	\$ 41.15					<u>(11)</u>	03/04/2019	Common Stock	3,000

					Stock	
Stock						
Option to						
Buy						
Employee						
Stock						
Option to	\$ 44.25	(12)	03/02/2020	Common	3,000	
Buy				Stock		
Employee						
Stock						
Option to	\$ 45.74	(17)	03/02/2021	Common	5,000	
Buy				Stock		
Employee						
Stock						
Option to	\$ 44.48	(13)	02/28/2017	Common	600	
Buy				Stock		
Employee						
Stock						
Option to	\$ 43.29	(14)	03/06/2018	Common	1,200	
Buy				Stock		
Employee						
Stock						
Option to	\$ 41.15	(15)	03/04/2019	Common	1,000	
Buy				Stock		
Employee						
Stock						
Option to	\$ 44.25	(16)	03/02/2020	Common	1,000	
Buy				Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOOLITTLE LEA ANNE 220 NW SECOND AVENUE PORTLAND, OR 97209			SVP	

Signatures

Shawn M. Filippi, 03/02/2012
 Attorney-in-Fact

 **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)

Edgar Filing: DOOLITTLE LEA ANNE - Form 4

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 23, 2012.

- (2) Held in reporting person's account under issuer's Retirement K Savings Plan as of February 29, 2012.
- (3) Shares have been credited to reporting person's account under the issuer's Executive Deferred Compensation Plan.
- (4) Shares have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.
- (5) Held in account of reporting person's spouse.
- (6) Held in account of reporting person's spouse under the issuer's Retirement K Savings Plan as of February 29, 2012.
- (7) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2007.
- (8) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2010.
- (9) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2011.
- (10) Option was granted for 4,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2012.
- (11) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 750 shares on each February 25, 2010 and January 1, 2011, 2012, and 2013.
- (12) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 750 shares on each February 24, 2011 and January 1, 2012, 2013 and 2014.
- (13) Option for 600 shares was granted to reporting person's spouse pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2011.
- (14) Option for 1,200 shares was granted to reporting person's spouse pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2012.
- (15) Option for 1,000 shares was granted to reporting person's spouse pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 250 shares on each February 25, 2010 and January 1, 2011, 2012, and 2013.
- (16) Option for 1,000 shares was granted to reporting person's spouse pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 250 shares on each February 24, 2011 and January 1, 2012, 2013, and 2014.
- (17) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 1,250 shares on each February 23, 2012 and January 1, 2013, 2014 and 2015.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.