

CARTER JOHN D
Form 4
February 23, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CARTER JOHN D

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)
IMESON & CARTER, 222 S.W.
COLUMBIA, SUITE 1850
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

PORTLAND, OR 97201-6618

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)
			Code	V	Amount	(D)	Price
Common Stock, \$3-1/6 par value					13,770.105 (1)	D	
Common Stock, \$3-1/6 par value					4,775.572	I	See Footnote (2)
Common Stock, \$3-1/6 par	02/21/2006		A		464.922	A	\$ 34.29
					3,757.687	I	See Footnote (3)

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- (3) Shares have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.

Remarks:

Since the date of the reporting person's last report, 690 shares previously held directly were transferred to a Supplemental Trust

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