

NORTHWEST NATURAL GAS CO  
Form 8-K  
March 31, 2009

**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**

March 25, 2009

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

**Oregon**  
(State or other jurisdiction of  
incorporation or organization)

**93-0256722**  
(I.R.S. Employer  
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)

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- “ 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 8.01 Other Events.**

On March 25, 2009, Northwest Natural Gas Company (NW Natural) issued and sold \$75,000,000 aggregate principal amount of its 5.370% Secured Medium-Term Notes due 2020 (the Notes) pursuant to the terms of a Distribution Agreement (the Distribution Agreement), dated March 18, 2009, among NW Natural and Banc of America Securities, UBS Securities LLC, J. P. Morgan Securities Inc. and Piper Jaffray & Co. The Notes are registered under NW Natural's automatic shelf registration statement on Form S-3 (SEC File No. 333-148527) (the Registration Statement).

In connection with the issuance and sale of the Notes, NW Natural is filing two legal opinions regarding the validity of the Notes as Exhibit 5(a) and 5(b) to this Form 8-K for the purpose of incorporating the opinions into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are being filed pursuant to Item 8.01 herein.

<b>Exhibit</b>	<b>Description</b>
5(a)	Opinion of Margaret D. Kirkpatrick, Esquire, regarding the validity of the Notes.
5(b)	Opinion of Morgan, Lewis & Bockius LLP, regarding the validity of the Notes.

**SIGNATURES**

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.

NORTHWEST NATURAL GAS COMPANY  
(Registrant)

Dated: March 31, 2009

/s/ MARDILYN SAATHOFF  
MardiLyn Saathoff  
Chief Governance Officer & Corporate Secretary

**EXHIBIT INDEX**

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