

DODSON MARK S

Form 4

June 07, 2011

**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 \*

DODSON MARK S

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)

PORTLAND, OR 97209

(City) (State) (Zip)

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

06/03/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year) Director  10% Owner  
 Officer (give title below)  Other (specify  
below)6. Individual or Joint/Group Filing(Check  
Applicable Line) Form filed by One Reporting Person  
 Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction or Disposed of (D)<br>Code (Instr. 8) |   |        |                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                 |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|------------------------------------------------------|---|--------|------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------|
|                                       |                                         |                                                             | Code                                                 | V | Amount | (A)<br>or<br>(D) |                                                                                                                    |                                                                         |                                                                   | Price           |
| Common<br>Stock                       | 03/02/2011                              |                                                             | G                                                    | V | 1,197  | D                | \$ 0                                                                                                               | 10,006.706                                                              | D                                                                 |                 |
| Common<br>Stock                       | 03/02/2011                              |                                                             | G                                                    | V | 1,197  | A                | \$ 0                                                                                                               | 21,831.881<br>(1)                                                       | I                                                                 | See<br>Footnote |
| Common<br>Stock                       | 06/03/2011                              |                                                             | S                                                    |   | 5,000  | D                | \$<br>(2)<br>43.9922                                                                                               | 5,006.706                                                               | D                                                                 |                 |
| Common<br>Stock                       |                                         |                                                             |                                                      |   |        |                  |                                                                                                                    | 7,438                                                                   | I                                                                 | By Trust<br>(3) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| DODSON MARK S<br>220 NW SECOND AVENUE<br>PORTLAND, OR 97209 |               | X         |         |       |

## Signatures

Shawn M. Filippi,  
Attorney-in-Fact  
\_\_\_\_\_  
\*\*Signature of Reporting Person

06/07/2011  
\_\_\_\_\_  
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) Reflects shares that have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.  
  
The sale of Northwest Natural Gas Company stock took place in 5 separate broker transactions occurring on June 3, 2011. The price in column 4 represents the weighted average sale price for the transactions reported on this line. The range of prices for these transactions was \$43.970 - \$44.00. Northwest Natural Gas Company will provide, upon request by the Commission staff or a security holder of Northwest Natural Gas Company, full information regarding the number of shares purchased or sold at each separate price.
- (3) These shares are held in a trust for the benefit of the reporting person's spouse. The filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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