

NORTHWEST NATURAL GAS CO

Form 4

February 26, 2016

FORM 4UNITED 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

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

(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)
02/24/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Adm. Officer & SVP

PORTLAND, OR 97209

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)	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	02/24/2016		A	952 ⁽¹⁾ A \$ 0	6,123.485	D	
Common Stock	02/24/2016		A	268 ⁽²⁾ A \$ 0	2,109.459	I	See Footnote ⁽³⁾
Common Stock	02/24/2016		A	488 ⁽⁴⁾ A \$ 0	6,611.485	D	
Common Stock	02/24/2016		A	123 ⁽⁵⁾ A \$ 0	2,232.459	I	See Footnote ⁽³⁾
	02/24/2016		A	64 ⁽⁶⁾ A \$ 0	362.3217	I	

Edgar Filing: NORTHWEST NATURAL GAS CO - Form 4

Common Stock				See Footnote (7)
Common Stock	524.089	I		See Footnote (8)
Common Stock	8,181.9612	I		See Footnote (9)
Common Stock	316.5747	I		See Footnote (10)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Shawn M. Filippi,
Attorney-in-Fact

02/26/2016

__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) Shares are issuable as a result of satisfaction of the performance threshold for 2015 under restricted stock unit awards. Organization and Executive Compensation Committee certification of the satisfaction of the performance threshold occurred on the transaction date.
- (2) Shares are issuable as a result of satisfaction of the performance threshold for 2015 under restricted stock unit awards, and credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives pursuant to a prior election. Organization and Executive Compensation Committee certification of the satisfaction of the performance threshold occurred on the transaction date.
- (3) Shares have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.
- (4) Shares are issuable as a result of satisfaction of performance goals for 2013-2015 under a performance share award. Organization and Executive Compensation Committee certification of the award payout level occurred on the transaction date.
- (5) Shares are issuable as a result of satisfaction of performance goals for 2013-2015 under a performance share award, and credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives pursuant to a prior election. Organization and Executive Compensation Committee certification of the award payout level occurred on the transaction date.
- (6) Shares are issuable to reporting person's spouse as a result of satisfaction of the performance threshold for 2015 under restricted stock unit awards. Organization and Executive Compensation Committee certification of the satisfaction of the performance threshold occurred on the transaction date.
- (7) Shares held in account of reporting person's spouse.
- (8) Shares have been credited to reporting person's account under the issuer's Executive Deferred Compensation Plan.
- (9) Shares held in reporting person's account under issuer's Retirement K Savings Plan as of January 31, 2016.
- (10) Shares held in account of reporting person's spouse under issuer's Retirement K Savings Plan as of January 31, 2016.

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.