

Weber David A.
Form 4
March 01, 2013

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

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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 *
Weber David A.

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)
02/27/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & CEO of Issuer's Sub.

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/27/2013		A	388 ⁽¹⁾ A \$ 0	902.645	D	
Common Stock	02/27/2013		A	97 ⁽²⁾ A \$ 0	1,188.856	I	See Footnote ⁽³⁾
Common Stock	03/01/2013		A	75 ⁽⁴⁾ A \$ 0	977.645	D	
Common Stock					5,782.1892	I	See Footnote ⁽⁵⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option to Buy	\$ 34.29					<u>(6)</u> 02/29/2016	Common Stock	625	
Employee Stock Option to Buy	\$ 44.48					<u>(7)</u> 02/28/2017	Common Stock	2,000	
Employee Stock Option to Buy	\$ 43.29					<u>(8)</u> 03/06/2018	Common Stock	2,000	
Employee Stock Option to Buy	\$ 41.15					<u>(9)</u> 03/04/2019	Common Stock	2,000	
Employee Stock Option to Buy	\$ 44.25					<u>(10)</u> 03/02/2020	Common Stock	2,000	
Employee Stock Option to Buy	\$ 45.74					<u>(11)</u> 03/02/2021	Common Stock	3,000	

