

THORNTON NEIL R
Form 4
December 10, 2007

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 *
THORNTON NEIL R

(Last) (First) (Middle)
200 SW MARKET ST #1800
(Street)

PORTLAND, OR 97201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NORTHWEST PIPE CO [NWPX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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 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	12/07/2007		M		2,000	A	\$ 22.875
COMMON STOCK	12/07/2007		S		2,000	D	\$ 37.636
COMMON STOCK	12/07/2007		M		2,000	A	\$ 14.563
COMMON STOCK	12/07/2007		S		2,000	D	\$ 37.636

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

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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)	Amount or Number of Shares
non-qualified stock option	\$ 22.875	12/07/2007		M	2,000	11/19/1998 05/19/2008	common stock	2,000
non qualified stock options	\$ 14.563	12/07/2007		M	2,000	11/19/1998 05/19/2008	common stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON NEIL R 200 SW MARKET ST #1800 PORTLAND, OR 97201	X			

Signatures

NEIL R.
THORNTON 12/10/2007

**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).

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. /TR>

A: We can always consider a good candidate for a position with us.

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18. Q: What will happen with my vacation plan balance?

A: Your eligible vacation balance will not be affected at the time of the merger.

19. Q: What will happen to my sick plan balance?

A: It will stay the same.

20. Q: Will we continue to look for acquisitions to grow the business?

A: Absolutely.

21. Q: Are there any changes contemplated in the company's mission or values?

A: None.

22. Q: Won't BSG's salon customers be concerned that they are competing with Regis's salons and franchisees?

A: BSG carries the most sought-after product lines in the hair care industry and has exclusive territorial rights. We believe the salons will strongly support these power brands because their customers demand them. The two companies together will also be able to increase the amount of deals to our salon customers.

The two companies combined will also have a stronger voice in fighting diversion, which will benefit all salons.

23. Q: Why are Alberto-Culver and Sally stronger apart than together?

A: The transaction eliminates the conflict of Sally's and BSG's vendors being Alberto-Culver Consumer Products' arch-competitors. It will also allow Sally stores to more aggressively pursue retail customer traffic and compete more directly for food, drug and mass health and beauty aid customers.

24. Q: Will Full Service get any new lines to sell or will we lose lines?

A: We don't anticipate losing any and hope to gain some.

25. Q: Will BSG start supplying product for all of Regis's salons?

A: We will evaluate what benefits can be obtained from the combination. Also the BSG stores are a potential to serve as local distribution to the Regis salons.

REGIS

Based in Minneapolis, Minnesota

Primary business is owning, operating and franchising hair salons and retail product salons

FY05 Sales \$2.2 billion

Revenue Sources

Services 67%

Product 30%

Royalties 3%

55,000 Corporate employees

10,879 company-owned and franchise salons

90 hair restoration centers (new in 2005)

24 beauty schools

	<u>North America</u>	<u>International</u>
Corporate	6551	426
Franchise	2310	1592

Operations in:

North America

United Kingdom

France

Italy

Spain

Germany

Poland

Explanation of Responses:

Belgium

Switzerland

Concept Names

Supercuts

Choice Haircutters

Jean Louis David

Best Cuts

Vidal Sassoon

BoRics

Regis Salons

Holiday Hair

MasterCuts

TGF

Trade Secret

St. Algue

Hair Club for Men and Women

SmartStyle

Cost Cutters

ProCuts

First Choice Haircutters

Magicuts

Haircrafters

Forward-Looking Statements

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the business combination transaction involving Alberto-Culver and Regis, including future financial and operating results, the companies' plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Alberto-Culver's and Regis' management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the failure of Alberto-Culver and Regis shareholders to approve the transaction; the risk that the businesses will not be integrated successfully; failure to realize cost-savings from the transaction as a result of technical, logistical, competitive and other factors; disruption from the transaction making it more difficult to maintain relationships with clients, employees or suppliers; competition within the relevant product markets; risks inherent in acquisitions and strategic alliances; loss of one or more key employees; loss of distribution rights; sales by unauthorized distributors in exclusive markets; the effects of a prolonged United States or global economic downturn or recession; changes in costs; the costs and effects of unanticipated legal or administrative proceedings; health epidemics; adverse weather conditions; and variations in political, economic or other factors such as currency exchange rates, inflation rates and interest rates, and events outside the control of Alberto-Culver or Regis that negatively affect the intended tax free nature of the transaction. These forward-looking statements speak only as of the time first made, and no undertaking has been made to update or revise them as more information becomes available. Additional factors that could cause Alberto-Culver's and Regis' results to differ materially from those described in the forward-looking statements can be found in the 2005 Annual Reports on Forms 10-K of Alberto-Culver and Regis filed with the SEC and available at the SEC's Internet site (<http://www.sec.gov>).

Additional Information

This communication is not a solicitation of a proxy from any security holder of Alberto-Culver or Regis and Alberto-Culver and Regis will be filing with the Securities and Exchange Commission a joint proxy statement/prospectus to be mailed to security holders and other relevant documents concerning the planned transaction involving Alberto-Culver and Regis. **WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders will be able to obtain the documents free of charge at the SEC's website, <http://www.sec.gov>. In addition, documents filed with the SEC by Alberto-Culver will be available free of charge by contacting Alberto-Culver, Investor Relations at 708-450-3145. Documents filed with the SEC by Regis Corporation will be available free of charge by contacting Investor Relations and Investment Benefits, at 952-947-7000.

Interests of Certain Persons

The directors and executive officers of Alberto-Culver and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction proposal. Information regarding Alberto-Culver's directors and executive officers is available in its proxy statement filed with the SEC by Alberto-Culver on December 13, 2005. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.