

NORTHWEST NATURAL GAS CO
 Form 4
 September 12, 2008

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 *
 Williams David R

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)
 09/11/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	09/11/2008		M		2,500	A	\$ 26.3	3,249.233	D	
Common Stock	09/11/2008		S		2,500	D	\$ 49.8267 <u>(1)</u>	749.233	D	
Common Stock	09/11/2008		M		3,000	D	\$ 31.34	3,749.233	D	
Common Stock	09/11/2008		S		3,000	D	\$ 49.807 <u>(2)</u>	749.233	D	
Common Stock								1,375.2658	I	See footnote

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

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(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 (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. Amount or Number of Shares
						Date Exercisable	Expiration Date		
Employee Stock Option to Buy	\$ 26.3	09/11/2008		M	2,500	<u>(4)</u>	03/05/2012	Common Stock	2,500
Employee Stock Option to Buy	\$ 31.34	09/11/2008		M	3,000	<u>(5)</u>	03/04/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams David R 220 NW SECOND AVENUE PORTLAND, OR 97209			Vice President	

Signatures

Shawn M. Filippi,
Attorney-in-Fact

09/12/2008

**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) The sale of Northwest Natural Gas Company stock took place in two separate transactions occurring on 9/11/2008. 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 \$49.75-\$49.82872. 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.

(2) The sale of Northwest Natural Gas Company stock took place in two separate transactions occurring on 9/11/2008. 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 \$49.74-\$49.82872. 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) Shares were held in the reporting person's account under Northwest Natural Gas Company's Retirement K Savings Plan as of August 31, 2008.

(4) Option was granted for 2,500 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan. The option fully vested on January 1, 2005.

(5) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan. The option fully vested on January 1, 2007.

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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