

NORTHWEST NATURAL GAS CO  
Form 8-K  
April 29, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

April 28, 2005

Date of Report (Date of earliest event reported)

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**NORTHWEST NATURAL GAS COMPANY**

(Exact name of registrant as specified in its charter)

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Commission File No. 1-15973

**Oregon**  
(State or other jurisdiction of  
incorporation or organization)

**93-0256722**  
(I.R.S. Employer  
Identification No.)

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220 N.W. Second Avenue, Portland, Oregon 97209

(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (503) 226-4211

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

1. Amendment of Non-Employee Directors Stock Compensation Plan

On April 28, 2005, the Board of Directors of Northwest Natural Gas Company ( Company ) amended the Company s Non-Employee Directors Stock Compensation Plan to provide that all awarded shares of Company stock and all awarded cash shall vest upon the death or disability of the participant.

The Non-Employee Directors Stock Compensation Plan, as amended April 28, 2005, is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

10.1 Non-Employee Directors Stock Compensation Plan, as amended April 28, 2005

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHWEST NATURAL GAS COMPANY  
(Registrant)

Dated: April 29, 2005

/s/ David H. Anderson

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Senior Vice President and Chief Financial Officer