

NORTHWEST NATURAL GAS CO
Form FWP
November 29, 2016

Filing under Rule 433

Registration No. 333-214496

November 29, 2016

NORTHWEST NATURAL GAS COMPANY

Secured Medium-Term Notes, Series B

(A Series of First Mortgage Bonds)

and

Unsecured Medium-Term Notes, Series B

Due from One Year to 30 Years from Date of Issue

CUSIP No.: 66765R CB 0

Stated interest rate: 1.545%

Secured Unsecured

Maturity date: December 5, 2018

Principal amount: \$75,000,000

Settlement date: December 5, 2016

Issue price: 100.00%

Interest payment dates: June 5 and December 5,
commencing June 5, 2017

Net proceeds to Company: \$74,812,500

Regular record dates: May 21 and November 20

Repayable at the option of holder:

Yes No

Redeemable: Yes No

In whole

In whole or in part

Repayment date: Not applicable

Fixed redemption price: Yes No

Repayment price: Not applicable

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Election period:	Not applicable	Initial redemption date:	Not applicable
Selling agents:	Wells Fargo Securities, LLC U.S. Bancorp Investments, Inc. MUFG Securities Americas Inc. CIBC Capital Markets	Initial redemption price:	Not applicable
Type of transaction:	Agent	Reduction percentage:	Not applicable
	Wells Fargo Securities, LLC, as to \$22,500,000	Redemption limitation date:	Not applicable
	principal amount of the Notes	Make-whole redemption price:	Yes No
		Make-whole spread:	0.10%
	U.S. Bancorp Investments, Inc., as to \$22,500,000		
	principal amount of the Notes		T+4 Delivery: It is expected that delivery of the notes will be made on or about the date specified above in Settlement Date, which will be the fourth business day (T+4) following the date hereof. Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, the purchasers who wish to trade the notes on the date hereof will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date hereof should consult their own advisors.
	MUFG Securities Americas Inc., as to \$15,000,000		
	principal amount of the Notes		
	CIBC Capital Markets, as to \$15,000,000		
	principal amount of the Notes		

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the Securities and Exchange Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Securities and Exchange Commission's Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-645-3751 or U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.

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Unsecured Medium-Term Notes, Series B

Due from One Year to 30 Years from Date of Issue

CUSIP No.: 66765R CC 8

Stated interest rate: 3.211%

Secured Unsecured

Maturity date: December 5, 2026

Principal amount: \$35,000,000

Settlement date: December 5, 2016

Issue price: 100.00%

Interest payment dates: June 5 and December 5,
commencing June 5, 2017

Net proceeds to Company: \$34,781,250

Regular record dates: May 21 and November 20

Repayable at the option of holder:

Yes No

Redeemable: Yes No

In whole

In whole or in part

Repayment date: Not applicable

Fixed redemption price: Yes No

Repayment price: Not applicable

Initial redemption date: September 5, 2026

Election period: Not applicable

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Selling agents:	Wells Fargo Securities, LLC U.S. Bancorp Investments, Inc. MUFG Securities Americas Inc. CIBC Capital Markets	Initial redemption price: 100.00% Reduction percentage: Not applicable Redemption limitation date: Not applicable
Type of transaction:	Agent	Make-whole redemption price: Yes * No
	Wells Fargo Securities, LLC, as to \$10,500,000 principal amount of the Notes	*Through September 4, 2026
	U.S. Bancorp Investments, Inc., as to \$10,500,000 principal amount of the Notes	Make-whole spread: 0.15%
	MUFG Securities Americas Inc., as to \$7,000,000 principal amount of the Notes	T+4 Delivery: It is expected that delivery of the notes will be made on or about the date specified above in Settlement Date, which will be the fourth business day (T+4) following the date hereof. Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, the purchasers who wish to trade the notes on the date hereof will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date hereof should consult their own advisors.
	CIBC Capital Markets, as to \$7,000,000 principal amount of the Notes	

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Unsecured Medium-Term Notes, Series B

Due from One Year to 30 Years from Date of Issue

CUSIP No.: 66765R CD 6

Stated interest rate: 4.136%

Secured Unsecured

Maturity date: December 5, 2046

Principal amount: \$40,000,000

Settlement date: December 5, 2016

Issue price: 100.00%

Interest payment dates: June 5 and December 5,
commencing June 5, 2017

Net proceeds to Company: \$39,700,000

Regular record dates: May 21 and November 20

Repayable at the option of holder:

Yes No

Redeemable: Yes No

In whole

In whole or in part

Repayment date: Not applicable

Fixed redemption price: Yes No

Repayment price: Not applicable

Initial redemption date: June 5, 2046

Election period: Not applicable

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Selling agents:	Wells Fargo Securities, LLC U.S. Bancorp Investments, Inc. MUFG Securities Americas Inc. CIBC Capital Markets	Initial redemption price: 100.00% Reduction percentage: Not applicable Redemption limitation date: Not applicable
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Type of transaction: Agent	Wells Fargo Securities, LLC, as to \$12,000,000	Make-whole redemption price: Yes * No *Through June 4, 2046
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principal amount of the Notes

Make-whole spread: 0.20%

U.S. Bancorp Investments, Inc., as to \$12,000,000

principal amount of the Notes

MUFG Securities Americas Inc., as to \$8,000,000

principal amount of the Notes

CIBC Capital Markets, as to \$8,000,000

principal amount of the Notes

T+4 Delivery: It is expected that delivery of the notes will be made on or about the date specified above in Settlement Date, which will be the fourth business day (T+4) following the date hereof. Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, the purchasers who wish to trade the notes on the date hereof will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date hereof should consult their own advisors.

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