

Byorum Martha L
Form 4
September 28, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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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)
09/26/2017

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

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 | | |
| Common Stock | 09/26/2017 | | J | 1,202 ⁽¹⁾ | D \$ 0 | 0 ⁽²⁾ | I See Footnote ⁽³⁾ |
| Common Stock | 09/26/2017 | | J | 1,202 ⁽¹⁾ | A \$ 0 | 1,202.047 | D |
| Common Stock | 09/27/2017 | | S | 1,202.047 | D \$ 64.8831 ⁽⁴⁾ | 0 | D |
| Common Stock | | | | | | 8,693.64 ⁽⁵⁾ | I See Footnote ⁽⁶⁾ |

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number of shares purchased or sold at each separate transaction.

Includes 328 restricted stock units (RSUs) granted in accordance with the Northwest Natural Gas Company Compensation Policy for

- (5) Non-employee Directors. These RSUs vest on May 23, 2018. Director previously elected that shares received on vesting of RSUs will be deferred under the Issuer's Deferred Compensation Plan for Directors and Executives (DCP).
- (6) Shares have been credited to reporting person's account under the Issuer's DCP.

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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