

DODSON MARK S
Form 4
September 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DODSON MARK S

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)
09/02/2005

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

PORTLAND, OR 97209-3991

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$3 1/6 par value	09/02/2005		M		5,000 A \$ 27.875	29,512.63	D
Common Stock, \$3 1/6 par value	09/02/2005		M		2,013 A \$ 26.3	31,525.63	D
Common Stock, \$3 1/6 par value	09/02/2005		F		5,141 D \$ 37.41	26,384.63	D

Common Stock, \$3 1/6 par value	306.8729	I	See footnote (1)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 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)	8. I
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 27.875	09/02/2005		M	5,000	(2) 03/03/2008	Common Stock	5,000
Option to Buy	\$ 26.3	09/02/2005		M	2,013	(3) 03/05/2012	Common Stock	2,013

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DODSON MARK S 220 NW SECOND AVENUE PORTLAND, OR 97209-3991	X		President and CEO	

Signatures

Mark S. Dodson	09/02/2005
<u> </u> 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) Shares have been credited to reporting person's account under the issuer's Retirement K Savings Plan as of August 31, 2005.

Option was granted on February 25, 1998 for 5,000 shares pursuant to the Northwest Natural Gas Company's 1985 Stock Option Plan

(2) (now the the Restated Stock Option Plan). Option on 1,700 shares became exercisable on February 25, 1999, option on 1,700 shares became exercisable on January 1, 2000 and option on 1,600 shares became exercisable on January 1, 2001.

Option was granted on February 27, 2002 for 12,500 shares pursuant to the Northwest Natural Gas Company's 1985 Stock Option Plan

(3) (now the the Restated Stock Option Plan). Option on 4,200 shares became exercisable on February 27, 2003, option on 4,200 shares became exercisable on January 1, 2004 and option on 4,100 shares became exercisable on January 1, 2005.

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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