

DOOLITTLE LEA ANNE
Form 4/A
March 04, 2009

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 *
DOOLITTLE LEA ANNE

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)
02/25/2009

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

PORTLAND, OR 97209-3991

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/27/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/25/2009 | | A | 2,987 A \$ 0 | 6,591.753 | D | |
| Common Stock | | | | | 5,837.583 | I | See footnote ⁽¹⁾ |
| Common Stock | | | | | 395.042 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | 41.6373 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | 183 | I | See footnote ⁽⁴⁾ |

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option to Buy | \$ 31.34 | | | | | (5) 03/04/2014 | Common Stock | 3,000 |
| Employee Stock Option to Buy | \$ 34.29 | | | | | (6) 02/29/2016 | Common Stock | 3,000 |
| Employee Stock Option to Buy | \$ 44.48 | | | | | (7) 02/28/2017 | Common Stock | 3,000 |
| Employee Stock Option to Buy | \$ 43.29 | | | | | (8) 03/06/2018 | Common Stock | 4,000 |
| Employee Stock Option to Buy | \$ 41.15 | 02/25/2009 | | A | 3,000 | (9) 03/04/2019 | Common Stock | 3,000 |
| Employee Stock Option to Buy | \$ 41.15 | 02/25/2009 | | A | 1,000 | (10) 03/04/2019 | Common Stock | 1,000 |
| Employee Stock | \$ 44.48 | | | | | (11) 02/28/2017 | Common Stock | 600 |

Option to Buy

Employee

Stock

Option to Buy

\$ 43.29

(12)

03/06/2018

Common Stock

1,200

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOOLITTLE LEA ANNE 220 NW SECOND AVENUE PORTLAND, OR 97209-3991 | | | Senior Vice President | |

Signatures

MardiLyn Saathoff,
Attorney-in-Fact

03/04/2009

__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) Held in reporting person's account under issuer's Retirement K Savings Plan as of January 31, 2009.
- (2) Credited to reporting person's account under issuer's Executive Deferred Compensation Plan as of February 13, 2009.
- (3) Held in account of reporting person's spouse under the issuer's Retirement K Savings Plan as of January 31, 2009.
- (4) Held in account of reporting person's spouse.
- (5) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested January 1, 2007.
- (6) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 750 shares on each February 22, 2007 and January 1, 2008, 2009 and 2010.
- (7) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 750 shares on each February 21, 2008 and January 1, 2009, 2010 and 2011.
- (8) Option was granted for 4,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 1,000 shares on each February 27, 2009 and January 1, 2010, 2011 and 2012.
- (9) Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 750 shares on each February 25, 2010 and January 1, 2011, 2012 and 2013.
- (10) Option was granted for the reporting person's spouse for 1,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 500 shares on each February 25, 2010 and January 1, 2011, 2012 and 2013.
- (11) Option was granted for the reporting person's spouse for 600 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 150 shares on each February 21, 2008 and January 1, 2009, 2010 and 2011.
- (12) Option was granted for the reporting person's spouse for 1,200 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 300 shares on each February 27, 2009 and January 1, 2010, 2011 and 2012.

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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