

FELTZ STEPHEN P  
Form 4/A  
May 07, 2009

**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 \*  
FELTZ STEPHEN P

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 AVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Treasurer & Controller

PORTLAND, OR 97209  
  
(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 (D) Price  |   |  |                                   |
| Common Stock                    | 02/25/2009                           |  | A                              | 2,987 A \$ 0  | 13,322  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,872.7332  | I  | See Footnote (1)                  |
| Common Stock                    |                                      |  |                                |   | 69.47   | I  | See Footnote (2)                  |
| Common Stock                    |                                      |  |                                |   | 3.47  | I  | See Footnote (3)                  |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option to Buy               | \$ 26.3  |                                      |  |                                |   | (4) 03/05/2012   | Common Stock  | 5,000                         |
| Employee Stock Option to Buy               | \$ 31.34   |                                      |  |                                |   | (5) 03/04/2014   | Common Stock  | 5,000                         |
| Employee Stock Option to Buy               | \$ 34.29   |                                      |  |                                |   | (6) 02/29/2016   | Common Stock  | 2,500                         |
| Employee Stock Option to Buy               | \$ 44.48   |                                      |  |                                |   | (7) 02/28/2017   | Common Stock  | 2,000                         |
| Employee Stock Option to Buy               | \$ 43.29   |                                      |  |                                |   | (8) 03/06/2018   | Common Stock  | 2,000                         |
| Employee Stock Option to Buy               | \$ 41.15   | 02/25/2009                           |  | A                              | 2,000   | (9) 03/04/2019   | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| FELTZ STEPHEN P<br>220 NW SECOND AVE<br>PORTLAND, OR 97209 |               |           | Treasurer &<br>Controller |       |

## Signatures

MardiLyn Saathoff,  
Attorney-in-Fact

05/07/2009

\_\_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 in issuer's Retirement K Savings Plan as of January 31, 2009.
- (2) Held by reporting person as custodian under the Oregon Uniform Transfers to Minors Act for Grant M. Feltz.
- (3) Held by reporting person as custodian under the Oregon Uniform Transfers to Minors Act for Callista Feltz.
- (4) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 1,700 shares on each February 27, 2003 and January 1, 2004 and 1,600 shares on January 1, 2005.
- (5) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 1,700 shares on each February 25, 2005 and January 1, 2006 and 1,600 shares on January 1, 2007.
- (6) Option was granted for 2,500 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 625 shares on each February 22, 2007 and January 1, 2008, 2009, and 2010.
- (7) Option was granted for 2,000 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 21, 2008 and January 1, 2009, 2010, and 2011.
- (8) Option was granted for 2,000 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 27, 2009 and January 1, 2010, 2011, and 2012.
- (9) Option was granted for 2,000 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.

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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