

NORTHWEST NATURAL GAS CO  
 Form 4  
 March 15, 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 \*  
**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)  
**03/13/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Adm. Officer & SVP**

**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) |            |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |            |   |                  |
| Common Stock                    | 03/13/2017                           |  | M <sup>(1)</sup>               |   | 1,200   | A  | \$ 43.29  | 1,589.1978 | I | See Footnote (2) |
| Common Stock                    | 03/13/2017                           |  | S <sup>(1)</sup>               |   | 1,200   | D  | \$ 58   | 389.1978   | I | See Footnote (2) |
| Common Stock                    | 03/13/2017                           |  | M <sup>(1)</sup>               |   | 1,000   | A  | \$ 41.15  | 1,389.1978 | I | See Footnote (2) |
| Common Stock                    | 03/13/2017                           |  | S <sup>(1)</sup>               |   | 1,000   | D  | \$ 58   | 389.1978   | I | See Footnote     |

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| Common Stock | 03/13/2017 | <u>M<sup>(1)</sup></u> | 1,000 | A | \$ 44.25 | 1,389.1978 | I | (2)<br>See Footnote (2) |
|--------------|------------|------------------------|-------|---|----------|------------|---|-------------------------|
| Common Stock | 03/13/2017 | <u>S<sup>(1)</sup></u> | 1,000 | D | \$ 58    | 389.1978   | I | See Footnote (2)        |
| Common Stock |            |                        |       |   |          | 329.5493   | I | See Footnote (3)        |
| Common Stock |            |                        |       |   |          | 8,520.6124 | I | See Footnote (4)        |
| Common Stock |            |                        |       |   |          | 1,930.2052 | D |                         |
| Common Stock |            |                        |       |   |          | 3,227.664  | I | See Footnote (5)        |
| Common Stock |            |                        |       |   |          | 541.039    | I | See Footnote (6)        |

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                   | \$ 43.29   | 03/13/2017                           |  | M                              | (A) 1,200   | (7) 03/06/2018   | Common Stock  | 1,200                         |

|                                       |          |            |   |       |     |            |                 |       |  |
|---------------------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|--|
| Buy                                   |          |            |   |       |     |            |                 |       |  |
| Employee<br>Stock<br>Option to<br>Buy | \$ 41.15 | 03/13/2017 | M | 1,000 | (8) | 03/04/2019 | Common<br>Stock | 1,000 |  |
| Employee<br>Stock<br>Option to<br>Buy | \$ 44.25 | 03/13/2017 | M | 1,000 | (9) | 03/02/2020 | Common<br>Stock | 1,000 |  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| DOOLITTLE LEA ANNE<br>220 NW SECOND AVENUE<br>PORTLAND, OR 97209 |               |           | Chief Adm. Officer & SVP |       |

## Signatures

Shawn M. Filippi,  
Attorney-in-Fact

03/15/2017

\_\_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) Option of the reporting person's spouse was granted as part of compensation for services. The option was exercised by the reporting person's spouse in a cashless exercise on March 13, 2017.
- (2) Shares are held in account of reporting person's spouse.
- (3) Shares are held in reporting person's spouse's account under Issuer's Retirement K Savings Plan as of February 28, 2017.
- (4) Shares are held in reporting person's account under Issuer's Retirement K Savings Plan as of February 28, 2017.
- (5) Reflects shares that have been credited to reporting person's account under the Issuer's Deferred Compensation Plan for Directors and Executives.
- (6) Reflects shares that have been credited to reporting person's account under the Issuer's Executive Deferred Compensation Plan.
- (7) The option of the reporting person's spouse vested in four equal installments on February 27, 2009, and January 1, 2010, 2011, and 2012.
- (8) The option of the reporting person's spouse vested in four equal installments on February 25, 2010, and January 1, 2011, 2012 and 2013.
- (9) The option of the reporting person's spouse vested in four equal installments on February 24, 2011, and January 1, 2012, 2013 and 2014.

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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