Byorum Martha L Form 4 September 28, 2017

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

OMB Number:

**OMB APPROVAL** 

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January 31, Expires:

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5. Relationship of Reporting Person(s) to

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Byorum Martha L				Symbol					Issuer (Check all applicable)			
				NORTHWEST NATURAL GAS CO [NWN]								
	(Last) 220 NW S	(First) ECOND AVENU	(Middle) JE		/Day/Yea		ransaction		_	_X Director Officer (give title elow)	e 10% ( c Other below)	Owner (specify
(Street) PORTLAND, OR 97209				4. If Amendment, Date Original Filed(Month/Day/Year)				A 	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Ta	ble I - No	on-I	Derivative Se	curiti	es Acquii	red, Disposed of, or	Beneficially	Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transac Code (Instr. 8	tion (	4. Securities A Disposed of ( Instr. 3, 4 and Amount	D)	red (A) or	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)
	Common Stock	09/26/2017			J	1	1,202 (1)	D	\$ 0	0 (2)	I	See Footnote (3)
	Common Stock	09/26/2017			J	1	1,202 (1)	A	\$0	1,202.047	D	
	Common Stock	09/27/2017			S	1	1,202.047	D	\$ 64.883 (4)	1 0	D	
	Common Stock									8,693.64 (5)	I	See Footnote

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	ercisable Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Byorum Martha L 220 NW SECOND AVENUE X PORTLAND, OR 97209

## **Signatures**

Shawn M. Filippi, Attorney-in-Fact 09/28/2017

\*\*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).
- Shares were distributed from Directors Deferred Compensation Plan (DDCP) account to reporting person's registered account pursuant to reporting person's election on September 19, 2017 for an accelerated distribution of a lump sum equal to ninety percent of the total share balance of reporting person's DDCP stock account as of June 30, 2017.
- (2) Ten percent of the total share balance of reporting person's DDCP stock account as of June 30, 2017, representing 134 shares, was forfeited pursuant to the Accelerated Distribution provisions of the DDCP of Northwest Natural Gas Company (Issuer).
- (3) Shares credited to reporting person's account under the Issuer's DDCP.
- (4) This transaction was executed in multiple trades on reported date with prices ranging from \$64.75 to 65.05, resulting in an average price of \$64.8831. Issuer will provide upon request by the Commission staff or a security holder of the Issuer full information regarding the

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.