DODSON MARK S

Form 4

January 16, 2018

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DODSON MARK S Issuer Symbol NORTHWEST NATURAL GAS CO (Check all applicable) [NWN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 220 NW SECOND AVENUE 01/11/2018 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

PORTLAND, OR 97209

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 6. 7. Nature of 3. 5. Amount of Ownership Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned (Instr. 8) Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See Common 2,944 01/11/2018 J D \$0 Ι Footnote 1,036.491 (1) Stock (2) Common 2,944 By Trust 01/11/2018 J \$0 I 13,486 A Stock (1) (3) See Common 0.491 01/11/2018 S D \$ 58.3 1,036 I Footnote (4) Stock (2) See \$ Common 1,036 01/11/2018 S D 56.0531 0 Ι Footnote

(5)

(6)

(2)

Common Stock

851 (7)

D

(9-02)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	Securities Acquired (A) or	onNumber of (Month/Day/Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code \	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DODSON MARK S 220 NW SECOND AVENUE X PORTLAND, OR 97209

Signatures

Shawn M. Filippi, 01/16/2018 Attorney-in-Fact

**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 Deferred Compensation Plan for Directors and Executives (DCP) account to a trust account for the benefit (1) of the reporting person's spouse pursuant to reporting person's election on December 10, 2007 with regard to his election to participate in
- the DCP.

(2) Reflects shares that have been credited to reporting person's account under the issuer's DCP.

Reporting Owners 2

Edgar Filing: DODSON MARK S - Form 4

- (3) These shares are held in a trust for the benefit of the reporting person's spouse. The filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) This fractional share was distributed in connection with the Reporting Person's election on December 10, 2007 to participate in the issuer's DCP. Distribution of fractional share was made in cash based on the closing market value on January 3, 2018.
- These shares were issued in connection with the Reporting Person's election on December 10, 2007 to participate in issuer's DCP, which specifies that taxes shall be withheld from distributions. Pursuant to the DCP and the Reporting Person's election on December 10, 2007, these shares were sold to pay taxes on the DCP distribution made on January 11, 2018.
 - This transaction was executed in aggregate along with stock sales of other DCP participants who received DCP stock distributions on January 11, 2018 and elected that taxes be withheld (The Transaction). The Transaction was executed in multiple trades on reported date
- (6) with prices ranging from \$56.05 \$56.075, resulting in an average price of \$56.0531. Northwest Natural Gas Company will provide upon request by the Commission staff or a security holder of the Issuer full information regarding the number of shares sold at each separate price in the Transaction.
- (7) Includes 328 restricted stock units (RSUs) granted in accordance with the Northwest Natural Gas Company Compensation Policy for Non-employee Directors. These RSUs vest on May 23, 2018.

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.