NORTHWEST NATURAL GAS CO

Form 4

Common

Stock

November 17, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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)										
	Address of Reporting k Margaret D					Relationship of Reporting Person(s) to suer (Check all applicable)				
(Last) 220 NW S	(First) (ECOND AVENU	IOHUH/19av/ 1 Cal 1				Director 10% Owner X Officer (give title Other (specify ow) below) VP & General Counsel				
PORTLAN	If Amendment, Γ iled(Month/Day/Ye	Month/Day/Year) Ap _X				Individual or Joint/Group Filing(Check oplicable Line) K_ Form filed by One Reporting Person Form filed by More than One Reporting orson				
(City)	(State)	(Zip)	Table I - Non-	Derivative So	ecuriti	ies Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y	Code	4. Securities on Disposed of (Instr. 3, 4 and Amount	(D)	ered (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/13/2009		S	132.4459	D D	\$ 42.585	1.2608	I	See Footnote	
Common Stock	11/17/2009		S	1.2608	D	\$ 44.34	0	I	See Footnote	
Common Stock							4,943.33	D		

See

(2)

Footnote

269.7405

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See Common Footnote 196.037 I Stock (3)

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

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8. Pri Deriv Secu (Instr

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option to Buy	\$ 38.3					<u>(4)</u>	08/03/2015	Common Stock	6,000
Employee Stock Option to Buy	\$ 34.29					<u>(5)</u>	02/29/2016	Common Stock	5,000
Employee Stock Option to Buy	\$ 44.48					<u>(6)</u>	02/28/2017	Common Stock	4,000
Employee Stock Option to Buy	\$ 43.29					<u>(7)</u>	03/06/2018	Common Stock	4,000
Employee Stock Option to Buy	\$ 41.15					<u>(8)</u>	03/04/2019	Common Stock	4,000

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kirkpatrick Margaret D 220 NW SECOND AVENUE PORTLAND, OR 97209

VP & General Counsel

Signatures

MardiLyn Saathoff, 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).
- Held in account for reporting person's spouse.
- (2) Shares held in reporting person's account under Northwest Natural Gas Company's Retirement K Savings Plan as of October 31, 2009.
- (3) Held in separate account for reporting person's spouse.
- (4) Option was granted for 6,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2008.
- 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 1,250 shares on each February 22, 2007 and January 1, 2008, 2009 and 2010.
- 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 21, 2008 and January 1, 2009, 2010 and 2011.
- 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.
- (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 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. 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.

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