Byorum Martha L Form 4 September 28, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

e instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Byorum Martha L | | | 2. Issuer Name and Ticker or Trading Symbol NORTHWEST NATURAL GAS CO [NWN] | | | | Issu | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---|----------------|--|------------|---|--------|----------------------|---|--|---|--|
| (Last) 220 NW S | (First) SECOND AVEN | (Middle) UE | | /Day/Year | Transaction | | X belo | Director Officer (give title ow) | 10% Control of the below) | Owner (specify | |
| (Street) PORTLAND, OR 97209 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | App _X_ | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | Æ. | LI. T. NI. | . D | | Pers | | D C' . ' . H | 01 | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deeme | ed Date, if | 3. | 4. Securities on Disposed of (Instr. 3, 4 and | Acquii | _ | 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) | |
| Common Stock | 09/26/2017 | | | J | 1,202 (1) | D | \$ 0 | 0 (2) | I | See Footnote (3) | |
| Common Stock | 09/26/2017 | | | J | 1,202 (1) | A | \$ 0 | 1,202.047 | D | | |
| Common Stock | 09/27/2017 | | | S | 1,202.047 | D | \$ 64.8831 (4) | 0 | D | | |
| Common Stock | | | | | | | | 8,693.64 (5) | I | See Footnote (6) | |

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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)

| Title of | 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 | Number 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 | rcisable 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

Reporting Owners 2

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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.