

NORTHWEST PIPE CO  
Form 424B4  
November 02, 2006  
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**Filed Pursuant to Rule 424(b)(4)**  
**Registration No. 333-137923**

1,700,000 Shares

## Common Stock

We are offering 1,700,000 shares of our common stock. Our common stock is quoted on the Nasdaq Global Select Market under the symbol NWPX. The last reported sale price of our common stock on the Nasdaq Global Select Market on November 1, 2006 was \$30.35 per share.

Investing in our common stock involves risks. See **Risk Factors** beginning on page 11.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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	<b>Per Share</b>	<b>Total</b>
Public Offering Price	\$ 29.000	\$ 49,300,000
Underwriting Discounts and Commissions	\$ 1.667	\$ 2,834,750
Proceeds to Us, Before Expenses	\$ 27.333	\$ 46,465,250

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We have granted the underwriters a 30-day option to purchase up to an additional 255,000 shares of common stock to cover over-allotments.

The underwriters expect to deliver the shares on or about November 7, 2006.

**Jefferies & Company**

**D.A. Davidson & Co.**

The date of this prospectus is November 1, 2006.

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