NORTHWEST NATURAL GAS CO

Form 4

January 17, 2017

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response...

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DODSON MARK S			2. Issuer Name and Ticker or Trading Symbol NORTHWEST NATURAL GAS CO [NWN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 220 NW SECC	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2017	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PORTLAND, OR 97209				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - No	on-I	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securi nor Dispos (Instr. 3,	sed of 4 and (A) or		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	11/22/2016		G	V	533	D	\$ 0	7,687	I	By Trust
Common Stock	01/12/2017		J		2,855 (2)	D	\$ 0	4,870.705	I	See Footnote (3)
Common Stock	01/12/2017		J		2,855 (2)	A	\$ 0	10,542	I	By Trust
Common Stock	01/12/2017		S		1,008 (4)	D	\$ 58.0681 (5)	3,862.705	I	See Footnote (3)
								523	D	

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Common Stock

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

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(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11010	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DODSON MARK S							
220 NW SECOND AVENUE	X						

PORTLAND, OR 97209

Signatures

Shawn M. Filippi, 01/17/2017 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).
- 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 **(1)** reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares were distributed from Deferred Compensation Plan for Directors and Executives (DCP) account to a trust account for the benefit 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.

Reporting Owners 2

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- (3) Reflects shares that have been credited to reporting person's account under the issuer's DCP.
- 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 12, 2017.
 - This transaction was executed in aggregate along with stock sales of other DCP participants who received DCP stock distributions on January 12, 2017 and elected that taxes be withheld (The Transaction). The Transaction was executed in multiple trades on reported date
- (5) with prices ranging from \$58 \$58.15, resulting in an average price of \$58.0681. 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.

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.