KANTOR GREGG S

Form 4

August 08, 2011

FORM 4

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

SECURITIES

OMB 3235-0287

Check this box

Number: January 31, Expires:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

| KANTOR GREGG S | | | Symbol | HWEST N | NATURAL GAS CO | Issuer (Check all applicable) | | | | |
|----------------------------|------------|---------------------|-----------|----------------------------|----------------|-----------------------------------|---|------------------|-------------|--|
| (Last) (First) (Middle) | | | | f Earliest Ti Day/Year) | ransaction | _X_ Director _X_ Officer (give | | | | |
| 220 NW SECOND AVE (Street) | | | | 08/05/2 | • | | below) below) President & CEO | | | |
| | | | | 4. If Ame | endment, Da | ate Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | | Filed(Mor | nth/Day/Year | r) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| PORTLAND, OR 97209 | | | | | | | Form filed by More than One Reporting Person | | | |
| | (City) | (State) | (Zip) | Tabl | le I - Non-I | Derivative Securities Acq | uired, Disposed of, | , or Beneficiall | y Owned | |
| | 1.Title of | 2. Transaction Date | 2A. Deen | ned | 3. | 4. Securities Acquired | 5. Amount of | 6. | 7. Nature o | |
| | Security | (Month/Day/Year) | Execution | Date, if | Transactio | on(A) or Disposed of (D) | Securities | Ownership | Indirect | |
| | (Instr. 3) | | any | | Code | (Instr. 3, 4 and 5) | Beneficially | Form: Direct | Beneficial | |
| | | | (Month/D | ay/Year) | (Instr. 8) | | Owned | (D) or | Ownership | |
| | | | | | | | Following | Indirect (I) | (Instr. 4) | |
| | | | | | | (A) | Reported | (Instr. 4) | | |
| | | | | | | (A) | Transaction(s) | | | |

| | | (Month/Day/Year) | (Instr. 8) | Amount | (A) or (D) | Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
|-----------------|------------|------------------|------------|--------|------------------|--------------|--|--------------------------------------|-------------------------|
| Common Stock | 08/05/2011 | | P | 300 | A | \$ 42.738 | 570 | I | See Footnote |
| Common Stock | | | | | | | 19,287.71 | D | |
| Common Stock | | | | | | | 3,165.88 | I | See Footnote |
| Common Stock | | | | | | | 2,141.156 | I | See Footnote (3) |

of

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| Common Stock | 200 I | See Footnote |
|--|--|--------------------|
| Reminder: Report on a separate line for each class of securities ber | neficially 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) |

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) | Expiration D (Month/Day, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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 | \$ 31.34 | | | | | <u>(5)</u> | 03/04/2014 | Common Stock | 6,000 | |
| Employee Stock Option to Buy | \$ 34.29 | | | | | <u>(6)</u> | 02/29/2016 | Common Stock | 3,000 | |
| Employee Stock Option to Buy | \$ 44.48 | | | | | <u>(7)</u> | 02/28/2017 | Common Stock | 7,000 | |
| Employee Stock Option to Buy | \$ 43.29 | | | | | <u>(8)</u> | 03/06/2018 | Common Stock | 8,000 | |
| Employee Stock Option to Buy | \$ 41.15 | | | | | <u>(9)</u> | 03/04/2019 | Common Stock | 25,000 | |
| | \$ 44.25 | | | | | (10) | 03/02/2020 | | 30,000 | |

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Employee Common Stock Stock Option to Buy **Employee** Stock Common (11)03/02/2021 \$ 45.74 30,000 Option to Stock Buy

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KANTOR GREGG S

220 NW SECOND AVE X President & CEO

PORTLAND, OR 97209

Signatures

Shawn M. Filippi, Attorney-in-Fact 08/08/2011

**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).
- (1) Held in reporting person's parent's IRA account, with respect to which the reporting person is Power of Attorney and a potential beneficiary.
- (2) Held in reporting person's account under issuer's Retirement K Savings Plan as of July 31, 2011.
- (3) Shares have been credited to reporting person's account under the issuer's Deferred Compensation Plan for Directors and Executives.
- (4) Shares held in reporting person's parent's account, with respect to which the reporting person is Power of Attorney and a potential beneficiary.
- 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, 2007.
- Option was granted for 3,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2010.
- Option was granted for 7,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2011.
- Option was granted for 8,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 2,000 shares on each February 27, 2009 and January 1, 2010, 2011, and 2012.
- Option was granted for 25,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 6,250 shares on each February 25, 2010 and January 1, 2011, 2012, and 2013.
- Option was granted for 30,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 7,500 shares on each February 24, 2011 and January 1, 2012, 2013, and 2014.
- Option was granted for 30,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 7,500 shares on each February 23, 2012 and January 1, 2013, 2014 and 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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