

FELTZ STEPHEN P
 Form 5
 February 14, 2011

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FELTZ STEPHEN P

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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Treasurer & Controller

220 NW SECOND AVE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

PORTLAND, OR 97209

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/05/2010	Â	G	225	D	\$ 0	13,949	D	Â
Common Stock	01/05/2010	Â	G	225	D	\$ 0	13,724	D	Â
Common Stock	06/18/2010	Â	G	50	D	\$ 0	13,674	D	Â
Common Stock	12/27/2010	Â	G	55	D	\$ 0	13,619	D	Â

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Common Stock	12/27/2010	Â	G	160	D	\$ 0	13,459	D	Â
Common Stock	12/27/2010	Â	G	30	D	\$ 0	13,429	D	Â
Common Stock	12/31/2010	Â	G	250	D	\$ 0	13,179	D	Â
Common Stock	12/31/2010	Â	G	250	D	\$ 0	12,929	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	3,345.2634	I	See Footnote (1)
Common Stock	01/05/2010	Â	G	225	A	\$ 0	294.635	I	See Footnote (2)
Common Stock	12/31/2010	Â	G	250	A	\$ 0	544.635	I	See Footnote (2)
Common Stock	01/05/2010	Â	G	225	A	\$ 0	228.635	I	See Footnote (3)
Common Stock	12/31/2010	Â	G	250	A	\$ 0	478.635	I	See Footnote (3)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock	\$ 31.34	Â	Â	Â	Â (A) (D)	Â (4) 03/04/2014	Common Stock	5,000

Option to Buy											
Employee Stock Option to Buy	\$ 34.29	Â	Â	Â	Â	Â	Â	Â (5)	02/29/2016	Common Stock	2,500
Employee Stock Option to Buy	\$ 44.48	Â	Â	Â	Â	Â	Â	Â (6)	02/28/2017	Common Stock	2,000
Employee Stock Option to Buy	\$ 43.29	Â	Â	Â	Â	Â	Â	Â (7)	03/06/2018	Common Stock	2,000
Employee Stock Option to Buy	\$ 41.15	Â	Â	Â	Â	Â	Â	Â (8)	03/04/2019	Common Stock	2,000
Employee Stock Option to Buy	\$ 44.25	Â	Â	Â	Â	Â	Â	Â (9)	03/02/2020	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELTZ STEPHEN P 220 NW SECOND AVE PORTLAND,Â ORÂ 97209	Â	Â	Â Treasurer & Controller	Â

Signatures

Shawn M. Filippi,
Attorney-in-Fact

02/14/2011

**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 account in issuer's Retirement K Savings Plan as of January 31, 2011.
- (2) Held by reporting person as custodian under the Oregon Uniform Transfers to Minors Act for Grant M. Feltz.
- (3) Held by reporting person as custodian under the Oregon Uniform Transfers to Minors Act for Callista Feltz.
- (4) Option was granted for 5,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2007.
- (5)

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Option was granted for 2,500 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2010.

- (6) Option was granted for 2,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option fully vested on January 1, 2011.
- (7) Option was granted for 2,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 500 shares on each February 27, 2009 and January 1, 2010, 2011, and 2012.
- (8) Option was granted for 2,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 500 shares on each February 25, 2010 and January 1, 2011, 2012, and 2013.
- (9) Option was granted for 2,000 shares pursuant to Northwest Natural Gas Company's Restated Stock Option Plan (the "Plan"). The option vests in installments of 500 shares on each February 24, 2011 and January 1, 2012, 2013, and 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.