

NORTHWEST NATURAL GAS CO
 Form 4/A
 February 28, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOOLITTLE LEA ANNE

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)
220 NW SECOND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

PORTLAND, OR 97209-3991
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/22/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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)	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)
			Code	V Amount (D) Price			
Common Stock	02/22/2007		A	2,996 A \$ 0	3,985.914	D	
Common Stock					5,361.6455	I	See footnote ⁽¹⁾
Common Stock					373.904	I	See footnote ⁽²⁾

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

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number.

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 Option to Buy	\$ 44.48	02/21/2007		A	3,000	⁽³⁾ 02/28/2017	Common Stock	3,000
Employee Stock Option to Buy	\$ 44.48	02/21/2007		A	600	⁽⁴⁾ 02/28/2017	Common Stock	600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOOLITTLE LEA ANNE 220 NW SECOND AVENUE PORTLAND, OR 97209-3991			Senior Vice President	

Signatures

Richelle T. Luther,
Attorney-in-Fact

02/27/2008

**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 under issuer's Retirement K Savins Plan as of January 31, 2007.
- (2) Credited to reporting person's account under issuer's Executive Deferred Compensation Plan.
- (3) Option was granted for 3,000 shares pursuant to the Northwest Natural Gas Company Restated Stock Option Plan. Option on 750 shares will become exercisable on each of February 21, 2008, January 1, 2009, January 1, 2010 and January 1, 2011.

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- (4) Option was granted to spouse for 600 shares pursuant to the Northwest Natural Gas Company Restated Stock Option Plan. Option on 150 shares will become exercisable on each of February 21, 2008, January 1, 2009, January 1, 2010 and January 1, 2011.
- (5) Option held by spouse.

Remarks:

Amendment filed to include stock option grant made to reporting person's spouse, an employee of the issuer.

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

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