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January 29, 2010

Dave Danner, Secretary and Executive Director
Washington Utilities and
Transportation Commission
1300 S. Evergreen Park Drive, S.W.
P. O. Box 47250
Olympia, WA 98504-7250

Attention: Supervisor of Utility Finance

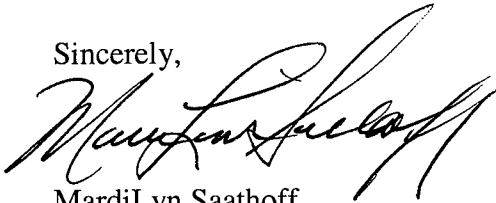
Ladies and Gentlemen:

Re: Docket UG-001244

Pursuant to the Commission's Order dated August 30, 2000, in Docket UG-001244, in connection with the issuance and sale of the Company's Common Stock to its employees under the Employee Stock Purchase Plan, we enclose herewith the tenth Report of Security Transactions, for the year ended December 31, 2009.

All the Common Stock authorized under this Docket has been issued and sold. Authority to issue and sell additional Company's Common Stock to its employees has been authorized under Docket No. UG-061700 pursuant to the Commission's Order dated November 13, 2006. This will be the final Report of Sales, Issues and Expenses for Docket No. UG-001244.

Sincerely,



MardiLyn Saathoff

MLS:nkb
Encl.

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UTILITY FINANCE
COMMISSION

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of
NORTHWEST NATURAL GAS COMPANY
for an Order Establishing Compliance with RCW 80.08.040
With Respect to the Proposed Issuance and Sale of
up to an Additional 200,000 Shares of its Common Stock
Pursuant to the Employee Stock Purchase Plan

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) Tenth Report of
) Security Transactions
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STATE OF WASHINGTON
UTILITY AND TRANSPORTATION
COMMISSION

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GENERAL MANAGER

This Report is filed pursuant to the Commission's Order Establishing Compliance with RCW 80.08.040 in Docket UG-001244 dated August 30, 2000, in which the Commission determined that the Company had complied with the requirements of RCW 80.08.040 in connection with the issuance and sale of up to 200,000 shares of its Common Stock pursuant to the terms of its Employee Stock Purchase Plan, as amended (the Plan). Reference is also made to the Commission's Order in Docket UG-061700, which authorized the issuance of an additional 200,000 shares under the Plan. In 2009, 3,078 shares were issued under the Order in this Docket, while 5,537 shares were issued under the Order in Docket No. UG-061700.

The Company made its tenth offering to its employees under the terms and conditions set forth in the Plan. During 2009, the Company completed an offering to its employees that was made during the period November 1, 2008 through November 30, 2008 (the 2008 Offering) and made a new offering under the Plan during the period November 1, 2009 through November 30, 2009 (the 2009 Offering). The 2009 Offering shares will be issued under the Order in Docket No. UG-061700. Certain administrative terms of the Plan were amended in 2003. The 2008 and 2009 offerings were made at a price determined to be 85% (to the next full penny) of the closing price quoted for the Common Stock on the New York Stock Exchange on the business day before the initial date of the offering.

During the 2008 Offering, the Company offered to its employees not to exceed 203,078 shares of its Common Stock, at a price of \$43.25 per share. The Company received subscriptions for 15,268 shares, of which subscriptions for 6,653 shares were cancelled.

Pursuant to the Commission's authorization in this Docket UG-001244, at December 31, 2009, the Company had received from the ten offerings subscriptions totaling 218,814 shares, cancellations totaling 18,814 shares of such subscribed shares, and cash in the amount of \$5,546,565.26 in full payment for 200,000 of the shares, and had issued certificates or authorized book-entry positions for the 200,000 shares to the respective employee purchasers as follows:

Offering Period	Price	Shares Subscribed			Shares Issued		Balance Subscribed
		Initial	Canceled	Total	Number	Amount	
10/2/00 – 10/31/00	\$19.50	562	0	562	562	\$ 10,959.00	0
10/1/01 – 10/31/01	\$19.90	45,553	707	44,846	44,846	892,435.40	0
10/1/02 – 10/31/02	\$24.90	23,508	3,156	20,352	20,352	506,764.80	0
11/3/03 – 12/3/03	\$24.70	31,150	3,609	27,541	27,541	680,262.70	0
11/1/04 – 12/1/04	\$26.90	32,382	1,486	30,896	30,896	831,102.40	0
11/1/05 – 12/1/05	\$29.40	33,688	2,291	31,397	31,397	923,071.80	0
11/1/06 – 11/30/06	\$35.17	23,303	1,930	21,373	21,373	751,688.41	0
11/1/07 – 11/30/07	\$40.95	23,213	3,258	19,955	19,955	817,157.25	0
11/1/08 – 11/30/08 ¹	\$43.25	5,455	2,377	3,078	3,078	133,123.50	0
Total		218,814	18,814	200,000	200,000	\$5,546,565.26	0

¹ 5,537 of the 8,615 shares issued under the Plan in 2009 were issued under the authorization of Docket No. UG-061700. The subscriptions and cancellations are prorated between the two Dockets.

REPORT OF SECURITIES ISSUED AND EXPENSES UNDER PLAN, 2009

	Amount
Total Value of Common Stock Issues ¹	\$156,608.64
Plus premium or less discount ²	(23,485.14)
Gross proceed	133,123.50
Underwriter's spread or commission	-
Securities and Exchange Commission registration fee	-
State mortgage registration tax	-
State commission fee	-
Fee for recording indenture	-
United States document tax	-
Printing and engraving expenses ²	6.25
Trustee's charges	-
Counsel fees	
Thelen Reid & Priest LLP	-
Stoel Rives LLP	-
Accountant's fees	-
Cost of listing	-
Miscellaneous expense of issue (describe large items)	
Postage, etc. ³	98.15
Total Deductions	104.41
Net Amount Realized	\$133,019.09

¹ Based on a fair market value of \$50.88, based on the closing price of the shares as reported on the New York Stock Exchange on October 31, 2008.

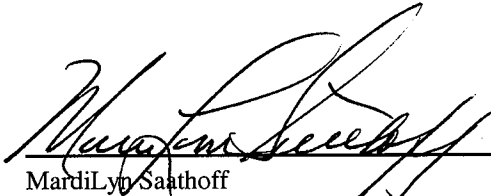
² Employees purchased stock at \$43.25, reflecting a 15% discount off of the fair market value.

³ Expenses under this plan are prorated between the shares allocated to this Docket and the shares allocated to Docket No. UG-061700.


In 2009, the Company issued 3,078 shares of its Common Stock under this Docket. The employee purchase price per share was \$43.25, with gross proceeds of \$133,123.50. There were \$292.22 in expenses associated with the Plan in 2009, of which \$104.41 is allocated to the shares in this Docket. The net proceeds of \$133,019.09 were applied towards the acquisition of property, the construction, completion, extension, or improvement of its facilities, the improvement or maintenance of its service, or the discharge or refunding of its obligations, pursuant to RCW 80.08.030. No securities were retired, refunded, repurchased, or otherwise removed from the utility's capitalization under this Plan in 2009.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the corporate seal of Northwest Natural Gas Company this 29th day of January 2010.

(S E A L)


MardiLyn Saathoff
Chief Governance Officer and Corporate Secretary

Subscribed and sworn to before me this 29th day of January 2010.


Notary Public for Oregon
My Commission Expires Dec. 23, 2010

