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May 31, 2013

Dave Danner, Secretary and Executive Director
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive S.W.
P. O. Box 47250
Olympia, WA 98504-7250
Attention: Supervisor of Utility Finance

Re: 2012 Annual Securities Transaction Report for Dockets UG-011173, UG-030290, UG-061700, UG-070940, UG-111521, UG-121329, and UG-121968.

Ladies and Gentlemen:

This filing is submitted in accordance and in compliance with Washington Administrative Code 480-90-262 with respect to Northwest Natural Gas Company's (the "Company") annual securities transaction report.

Incorporation by Reference.

On December 6, 2012, the Company submitted to the Commission an Initial Report of Securities Issued, and Disposition of Proceeds pertaining to the issuance and sale of \$50,000,000 in Medium-Term Notes under Docket UG-121329, which is hereby incorporated by reference.

Dockets Under Which No Securities Were Issued.

No securities were issued under the following dockets in 2012:

Docket UG-070940 (Revolving Line of Credit)
Docket UG-111521 (Medium-Term Notes)
Docket UG-121958 (Revolving Line of Credit)

Correspondingly, there are no proceeds to report, and in the case of Docket UG-111521, and since this docket is closed, no expenses to report. However, expenses were incurred for the lines of credit authorized under Docket UG-070940 and UG-121958; those expenses are disclosed in Section 3 of this Report.

Annual Securities Transaction Report.

(1) Schedule of Securities Issued.

Docket UG-011173, Dividend Reinvestment and Stock Purchase Plan:

During 2012, the Company issued and sold an aggregate of 96,002 shares of its Common Stock pursuant to the Dividend Reinvestment and Stock Purchase Plan. Of such shares, 75,835 were sold through reinvestment by participants of their dividends, while the remaining 21,167 shares were sold to participants who elected to make optional cash payments. Book entries for the 96,002 shares were issued at various times to American Stock Transfer & Trust Company, custodial agent. Such fully paid shares are held by the transfer agent in individual participants' Plan Accounts until such participants request that certificates be issued or that the shares be sold.

Date	Price	Shares Repurchased
<u>Dividend Reinvestment</u>		
2/15/12	\$47.67	18,494
5/15/12	\$45.64	19,214
8/15/12	\$49.26	17,510
11/15/12	\$42.30	20,617
<u>Optional Cash Payments</u>		
1/15/12	\$47.27	692
2/15/12	\$47.67	1,556
3/15/12	\$46.17	3,766
4/13/12	\$44.56	2,165
5/15/12	\$45.64	683
6/15/12	\$47.18	2,366
7/13/12	\$47.40	938
8/15/12	\$49.26	1,044
9/14/12	\$48.51	1,307
10/15/12	\$49.39	1,751
11/15/12	\$42.30	2,072
12/14/12	\$44.09	1,827
<u>Grand Total</u>		96,002

Docket UG-030290, Restated Stock Option Plan:

In February 2012, the Board of Directors decided that beginning in 2012, it would grant Restricted Stock Units with a performance threshold under the Company's Long Term Incentive Plan ("LTIP") instead of stock options. Accordingly, the Board of Directors terminated the Plan so that no new stock options may be granted under that plan, and obtained shareholder approval to consolidate all equity incentive awards into the LTIP. Therefore, no options to purchase shares were granted under the Plan in 2012.

In 2012, the Company issued 46,825 shares of its Common Stock under the Plan. The weighted average employee purchase price per share was \$40.62, with net proceeds of \$1,902,065.75.

Docket UG-061700, Employee Stock Purchase Plan:

The Company made its thirteenth offering to its employees under the terms and conditions set forth in the Employee Stock Purchase Plan. During 2012, the Company completed an offering to its employees that was made during the period November 1, 2011 through November 30, 2011 (the 2011 Offering) and made a new offering under the Plan during the period November 1, 2012 through November 30, 2012 (the 2012 Offering). Certain administrative terms of the Employee Stock Purchase Plan were amended in 2003. The 2011 and 2012 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 2011 Offering, the Company offered to its employees not to exceed 154,945 shares of its Common Stock, at a price of \$39.72 per share. The Company received subscriptions for 19,917 shares, of which subscriptions for 1,760 shares were cancelled. During the 2012 Offering, the Company offered to its employees not to exceed 137,506 shares of its Common Stock, at a price of \$39.56 per share. As of December 31, 2012, the Company received subscriptions for 17,851 shares, with 291 shares cancelled, for a total of 17,560 shares. Payroll deductions taken by the Company in payment of the subscribed shares are held on behalf of the employee until the shares are to be purchased on the purchase date in December 2013.

Pursuant to the Commission's authorization in this Docket UG-061700, at December 31, 2012, the Company had received from the five offerings subscriptions totaling 91,047 shares, cancellations totaling 10,830 shares of such subscribed shares and cash in the amount of \$2,442,479.75 in full payment for 62,657 of the shares, and had issued certificates or authorized book-entry positions for the 62,657 shares to the respective employee purchasers as follows:

Offering Period	Price	Shares Subscribed			Shares Issued		Balance
		Initial	Cancelled	Total		Gross Proceeds	Subscribed
11/1/08 – 11/30/08 ¹	\$43.25	9,813	4,276	5,537	5,537	\$239,475.25	0
11/1/09 – 11/30/09	\$35.54	24,530	871	23,659	23,659	\$840,840.86	0
11/1/10 – 11/30/10	\$41.90	18,936	3,632	15,304	15,304	\$641,237.60	0
11/1/11 – 11/30/11	\$39.72	19,917	1,760	18,157	18,157	\$721,196.04	0
11/1/12 – 11/30/12	\$39.56	17,851	291	17,560	0	0	17,560
Total		91,047	10,830	80,217	62,657	\$2,442,749.75	17,560

¹ 3,078 of the 8,615 shares issued under the Plan in 2009 were issued under the authorization of Docket No. UG-001244. The subscriptions and cancellations are prorated between the Docket No. UG-001244 and No. UG-061700.

(2) Use of Proceeds from Securities Transactions.

Docket UG-011173, Dividend Reinvestment and Stock Purchase Plan:

The net proceeds of \$4,399,582.70 were applied towards the acquisition of property, the construction, completion, extension or improvement of the Company's facilities, the improvement or maintenance of the Company's service, or the discharge or lawful refunding of the Company's obligations, pursuant to RCW 80.08.030.

Docket UG-030290, Restated Stock Option Plan:

The net proceeds of \$1,902,065.75 were applied towards the acquisition of property, the construction, completion, extension or improvement of the Company's facilities, the improvement or maintenance of the Company's service, or the discharge or lawful refunding of the Company's obligations, pursuant to RCW 80.08.030.

Docket UG-061700, Employee Stock Purchase Plan:

The net proceeds of \$721,196.04 were applied towards the acquisition of property, the construction, completion, extension or improvement of the Company's facilities, the improvement or maintenance of the Company's service, or the discharge or lawful refunding of the Company's obligations, pursuant to RCW 80.08.030.

(3) Expenses for Securities Transactions.

Docket UG-011173 (Dividend Reinvestment and Stock Purchase Plan):

The following Table lists the level of expenses for the Dividend Reinvestment and Stock Purchase Plan in 2012:

Securities & Exchange Commission registration fee	\$520.63
Printing and engraving expenses	\$7,892.33
Postage	\$12,373.95
Miscellaneous Fees	\$672.93
Preparation (Printer)	\$1,012.89
Attorney fees	\$4,994.33
Total Expenses	\$27,467.06

Docket UG-030290, Restated Stock Option Plan:

There were no expenses associated with the Restated Stock Option Plan in 2012.

Docket UG-061700, Employee Stock Purchase Plan:

There were no expenses associated with the Employee Stock Purchase Plan in 2012.

Docket UG-070940 (Revolving Line of Credit):

The following Table lists the level of expenses for the Revolving Line of Credit authorized in UG-070940 in 2012:

Lender commitment fees	\$98,611.12
Administrative agent fees	\$15,000.00
Total Expenses	\$113,611.12

Docket UG-121968 (Revolving Line of Credit):

The following Table lists the level of expenses for the Revolving Line of Credit authorized in UG-121968 in 2012:

Lender commitment fees	\$9,166.68
Administrative agent fees	\$15,000.00
Upfront fees	\$483,750.00
Arrangement fee	\$450,000.00
Out-of-pocket legal and administrative costs to agent	\$47,021.25
Counsel fees	\$24,483.03
Total Expenses	\$1,029,420.96

(4) Schedule of Securities Retired, Refunded or Repurchased.

The following table provides information about purchases of our equity securities during the year ended December 31, 2012:

Type of Security	(a) Total Number of Shares Purchased ¹	(b) Weighted Average Price Paid per Share	(c)	Dollar Value of Shares Repurchased Under the Plans or Programs
			Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ²	
Common Stock	18,259	\$46.12	0	\$0.00

¹ During the year ended December 31, 2012, 18,259 shares of our common stock were purchased in the open market during the year under equity-based programs. During the year ended December 31, 2012, no shares of our common stock were accepted as payment for stock option exercises pursuant to our Restated Stock Option Plan.

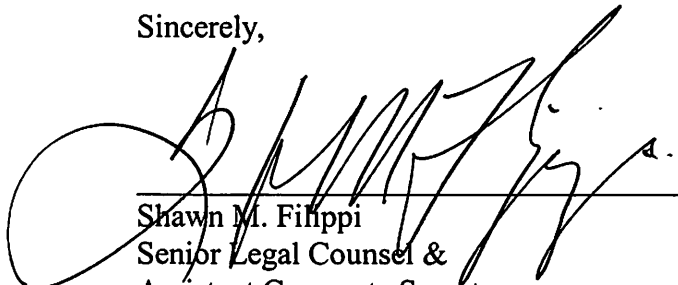
² We have a share repurchase program for our common stock under which we purchase shares on the open market or through privately negotiated transactions.

(5) Schedule of Securities Scheduled to Mature in 2013.

No securities are scheduled to mature in 2013.

If you have any questions, or need any additional information, please call.

Sincerely,



Shawn M. Filippi
Senior Legal Counsel &
Assistant Corporate Secretary