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May 29, 2015

Steven King, 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: 2015 Annual Securities Transaction Report for Dockets UG-011173, UG-030290, UG-061700, UG-070940, UG-111521, UG-121968, UG-130150, UG-131471, and UG-143634.

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.

Docket Under Which No Securities Were Issued.

No securities were issued under the following docket in 2014:

Docket UG-121968 (Revolving Line of Credit)
Docket UG-131471 (Medium-Term Notes)

Correspondingly, there are no proceeds to report, and in the case of Docket UG-131471, no expenses to report. However, expenses were incurred for the line of credit authorized under UG-121968; those expenses are disclosed in Section 3 of this Report.

The medium-term notes authorized under Docket UG-131471 were issued in 2013, and the Company therefore will not file further reports on Docket UG-131471.

Annual Securities Transaction Report For Year Ending December 31, 2014.

(1) Schedule of Securities Issued.

Dockets UG-011173 and UG-143634, Dividend Reinvestment and Stock Purchase Plan:

On October 1, 2014, the Company filed a compliance statement with the Commission under Docket UG-143634 complying with RCW 80.08.040 with

respect to the proposed issuance and sale from time-to-time of not more than 400,000 authorized but unissued shares of the Company's Common Stock pursuant to its Dividend Reinvestment and Stock Purchase Plan, as amended ("DRIP/DSPP"). Such shares would be in addition to the remaining 16,581 shares already authorized by the Commission for DRIP/DSPP under Docket UG-011173, for a total of 416,581 shares.

During 2014, the Company issued and sold an aggregate of 102,088 shares of its Common Stock pursuant to DRIP/DSPP. Of such shares, 75,844 were sold through reinvestment by participants of their dividends, while the remaining 26,244 shares were sold to participants who elected to make optional cash payments. Book entries for the 102,088 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' DRIP/DSPP Accounts until such participants request that certificates be issued or that the shares be sold.

<u>Date</u>	<u>Price</u>	<u>Shares Issued</u>
<u>Dividend Reinvestment</u>		
2/14/14	\$41.68	20,091
5/15/14	\$43.85	19,152
8/15/14	\$43.97	18,867
11/14/14	\$46.92	17,734
<u>Optional Cash Payments</u>		
1/15/14	\$42.01	2,263
2/14/14	\$41.68	1,531
3/14/14	\$42.40	2,910
4/15/14	\$44.31	5,007
5/15/14	\$43.85	2,242
6/13/14	\$44.65	2,271
7/15/14	\$46.64	3,361
8/15/14	\$43.97	1,168
9/15/14	\$44.22	1,547
10/15/14	\$44.28	2,185
11/14/14	\$46.92	858
12/15/14	\$47.32	901
<u>Grand Total</u>		102,088

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 Restated Stock Option Plan ("SOP") so that no new stock options may be granted under that plan, and obtained shareholder approval to consolidate all equity incentive awards into LTIP. Therefore, no options to purchase shares were granted under the Plan in 2014.

In 2014, the Company issued 69,662 shares of its Common Stock under the SOP pursuant to options that were granted prior to termination of new issuances under the SOP. The weighted average employee purchase price per share was \$39.82, with net proceeds of \$2,773,738.13.

Docket UG-061700, Employee Stock Purchase Plan:

The Company made its fifteenth offering to its employees under the terms and conditions set forth in the Employee Stock Purchase Plan ("ESPP"). During 2014, the Company completed an offering to its employees that was made during the period October 1, 2013 through October 31, 2013 (the "2013 Offering") and made a new offering under the Plan during the period October 27, 2014 through November 14, 2014 (the "2014 Offering"). Certain administrative terms of ESPP were amended in 2003. The 2013 and 2014 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 2013 Offering, the Company offered to its employees not to exceed 120,628 shares of its Common Stock, at a price of \$35.69 per share. The Company received subscriptions for 26,191 shares, of which subscriptions for 1,928 shares were cancelled. During the 2014 Offering, the Company offered to its employees not to exceed 97,800 shares of its Common Stock, at a price of \$38.90 per share. As of December 31, 2014, the Company received subscriptions for 22,596 shares, with no cancellations. 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 2015.

At December 31, 2014, the Company had received from the seven offerings subscriptions totaling 139,834 shares, cancellations totaling 14,704 shares of such subscribed shares and cash in the amount of \$3,926,386.06 in full payment for 102,534 of the shares, and had issued certificates or authorized book-entry positions for the 102,534 shares to the respective employee purchasers as follows:

Offering Period	Price	Shares Subscribed			Shares Issued		Balance Subscribed
		Initial	Canceled	Total		Gross Proceeds	
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	2,237	15,614	15,614	\$617,689.84	0
10/1/13 – 10/31/13	\$35.69	26,191	1,928	24,263	24,263	\$865,946.47	0
10/27/14 – 11/14/14	\$38.90	22,596	0	22,596	0	0	22,596
Total		139,834	14,704	125,130	102,534	\$3,926,386.06	22,596

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 two Dockets.

Docket UG-130150, Long-Term Incentive Plan:

Long-Term Incentive Plan (“LTIP”) shares were granted* and issued in 2014 as shown in the following table:

Purpose	Shares Granted	Shares Vested in 2014	Shares Issued
Performance-Based Awards	43,625	9,819	7,509 ¹
Awards of Common Stock	0	0	0
Restricted Stock Units	38,765	12,061	8,619 ²
Incentive Stock Options	0	0	0
Non-Statutory Stock Options	0	0	0
Total	82,390	21,880	16,128

¹ Of the 7,509 Performance-Based Award shares issued, 1,813 shares were deferred.

² Of the 8,619 Restricted Stock Units shares issued, 1,945 shares were deferred.

All LTIP Shares issued in 2014 were issued March 5, 2014 with a fair market value of \$42.73, which is the closing price on March 4, 2014, the date preceding the date of issuance.

(2) Use of Proceeds from Securities Transactions.

* LTIP shares that are granted will be issued in whole or in part only upon satisfaction of certain performance criteria associated with the applicable LTIP grant.

Dockets UG-011173 and UG-143634, Dividend Reinvestment and Stock Purchase Plan:

The net proceeds of \$4,465,796.05 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 \$2,773,738.13 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 \$865,946.47 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-130150, Long-Term Incentive Plan:

There were no proceeds associated with LTIP in 2014.

(3) Expenses for Securities Transactions.

Dockets UG-011173 and UG-143634, Dividend Reinvestment and Stock Purchase Plan:

The following Table lists the level of expenses for DRIP/DSPP in 2014:

	Amount
Total Value of Common Stock Issues	\$4,498,576.94
Plus premium or less discount	\$0 ¹
Gross proceeds	\$4,498,576.94
Underwriter's spread or commission	-
Securities and Exchange Commission registration fee	\$444.91
State mortgage registration tax	-
State commission fee	-
Fee for recording indenture	-
United States document tax	-
Printing and engraving expenses	\$8,182.50
Trustee's charges	-
Accountant's fees	-
Cost of listing	-
Miscellaneous expense of issue (describe large items)	
Postage	\$13,576.30
Miscellaneous Fees	\$417.20
Preparation (RR Donnelley)	\$2,108.81
Attorney fees (Morgan Lewis)	\$8,051.17
Total Deductions	\$32,780.89
Net Amount Realized	\$4,465,796.05

¹ Common stock issued had no par value.

Docket UG-030290, Restated Stock Option Plan:

There were no expenses associated with SOP in 2014.

Docket UG-061700, Employee Stock Purchase Plan:

There were no expenses associated with ESPP in 2014.

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 2014:

Lender commitment fees	\$304,166.65
Administrative agent fees	\$15,000.00
Upfront fees	\$150,000.00 ¹
Arrangement fee	\$0.00
Out-of-pocket legal and administrative costs to agent	\$0.00
Counsel fees	\$17,530.52 ¹
Total Expenses	\$486,697.17

¹ The \$150,000 in upfront fees and \$17,530.52 in counsel fees were incurred to extend the Revolving Line of Credit one year, to end on December 20, 2019, which extension was previously authorized by the WUTC.

Docket UG-130150, Long-Term Incentive Plan:

There were no expenses associated with LTIP in 2014.

(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, 2014:

Type of Security	(a) Total Number of Shares Purchased ¹	(b) Weighted Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ²	Dollar Value of Shares Repurchased Under the Plans or Programs
Common Stock	16,868	43.94	0	\$0.00

¹ During the year ended December 31, 2014, 16,868 shares of our common stock were purchased in the open market during the year under equity-based programs. During the year ended December 31, 2014, 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 2015.

The following is a schedule of securities maturing in 2015:

4.70% Series B Medium-Term Notes	\$40,000,000
<hr/> Total	<hr/> \$40,000,000

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

Sincerely,

/s/ Shawn M. Filippi

Shawn M. Filippi
Vice President and Corporate Secretary