

NORTHWEST NATURAL GAS CO

Form 8-K

September 13, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**September 12, 2011**

**Date of Report (Date of earliest event reported)**

**NORTHWEST NATURAL GAS COMPANY**

**(Exact name of registrant as specified in its charter)**

**Commission File No. 1-15973**

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**Oregon** **93-0256722**  
(State or other jurisdiction of **(I.R.S. Employer**  
incorporation or organization) **Identification No.)**  
**220 N.W. Second Avenue, Portland, Oregon 97209**  
  
(Address of principal executive offices) (Zip Code)  
  
**Registrant's Telephone Number, including area code: (503) 226-4211**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On September 12, 2011, Northwest Natural Gas Company (NW Natural) issued and sold \$50,000,000 aggregate principal amount of its 3.176% Secured Medium-Term Notes due 2021 (the Notes) pursuant to the terms of a Distribution Agreement, dated March 18, 2009, among NW Natural and Banc of America Securities LLC, UBS Securities LLC, J.P. Morgan Securities Inc., Piper Jaffray & Co. and Wells Fargo Securities, LLC. The Notes are registered under NW Natural's automatic shelf registration statement on Form S-3 (SEC File No. 333-171596) (the Registration Statement).

In connection with the issuance and sale of the Notes, NW Natural is filing two legal opinions regarding the legality of the Notes as Exhibit 5(a) and 5(b) to this Form 8-K for the purpose of incorporating the opinions into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are being filed pursuant to Item 8.01 herein.

Exhibit	Description
5(a)	Opinion of Margaret D. Kirkpatrick, Esquire, regarding the legality of the Notes.
5(b)	Opinion of Morgan, Lewis & Bockius LLP, regarding the legality of the Notes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: September 12, 2011

NORTHWEST NATURAL GAS COMPANY  
(Registrant)

/s/ David H. Anderson  
Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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