

Stephen P. Feltz
Treasurer and Controller
Tel: 503.220.2435
Fax: 503.721.2451
Toll Free: 1.800.422.4012
e-mail: spf@nwnatural.com



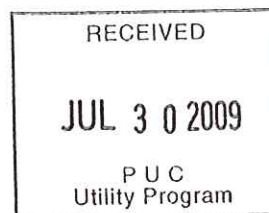
July 27, 2009

RECEIVED

AUG 04 2009

Public Utility Commission of Oregon
Administrative Hearing Division

Oregon Public Utility Commission
550 Capitol Street N.E., Suite 215
Salem, Oregon 97301-2551



Re: Northwest Natural Gas Company Docket No. 4254

Ladies and Gentlemen:

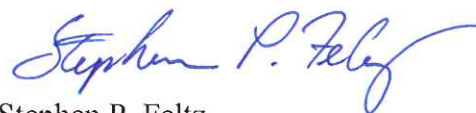
On behalf of Northwest Natural Gas Company (the "Company") and in connection with Docket No. UF 4254, please find enclosed the following documents:

1. Second Report of Securities Issued and Disposition of Proceeds; and
2. Pricing Supplement No. 2, dated July 6, 2009, filed with the Securities and Exchange Commission.

The Prospectus Supplement, dated March 18, 2009, relating to the Company's Secured Medium-Term Notes, Series B and Unsecured Medium-Term Notes, Series B and the Copy of executed Distribution Agreement among the Company and Banc of America Securities, UBS Securities LLC, J.P. Morgan Securities Inc., and Piper Jaffray & Co. were previously submitted.

Please contact me if you have any questions or require further information.

Sincerely,



Stephen P. Feltz

BEFORE THE OREGON PUBLIC UTILITY COMMISSION

RECEIVED

AUG 04 2009

Public Utility Commission of Oregon
Administrative Hearing Division

In the Matter of)

NORTHWEST NATURAL GAS COMPANY,)
dba, NW Natural)

Application for authorization to issue)
and sell up to \$300,000,000 of debt)
securities)
_____)

Docket UF 4254

Second Report of
Securities Issued, and
Disposition of Proceeds

In October, 2008 Northwest Natural Gas Company (the "Company") filed an application with the Oregon Public Utility Commission (the Commission) under the provisions of Oregon Revised Statutes ("ORS") 757.410, 757.415, 757.480 and Oregon Administrative Rule ("OAR") 860-027-0030 for an order authorizing the Company to offer, issue and sell, from time to time, up to \$300,000,000 aggregate principal amount of debt securities, which debt securities included Medium-Term Notes, Series B, consisting of First Mortgage Bonds designated as Secured Medium-Term Notes, Series B ("Secured Notes") and Unsecured Medium-Term Notes, Series B ("Unsecured Notes").

On November 6, 2008, the Commission entered its Order No. 08-539, authorizing the Company, subject to certain conditions set forth in said Order, to issue and sell up to \$300,000,000 aggregate principal amount of debt securities, including, but not limited to, the Secured Notes and Unsecured Notes. Condition 4 to Order No. 08-539 specifies that the Company "shall file the customary Report of Securities Issued and Disposition of Net Proceeds statements as soon as possible after each issuance in sale." This report is filed in satisfaction of this condition.

On July 9, 2009, the Company issued and sold through its selling Agent UBS Securities LLC, \$50,000,000 aggregate principal amount, at 99.999 percent of par, of its Secured Medium-Term Notes authorized by the Commission in Order No. 08-539, as follows:

<u>Principal Amount Sold in this Docket</u>	<u>Coupon Interest Rate</u>	<u>Type of Note</u>	<u>Date of Issue</u>	<u>Maturity Date</u>
\$50,000,000	3.95%	Secured	July 9, 2009	July 15, 2014

The following statements are filed in compliance with the Commission's Order No. 08-539 in this Docket.

(a)	Principal amount of Medium-Term Notes Sold in this Docket	\$50,000,000
	Less: Discount	(500)
	Agent's Commission	(250,000)
	Expenses actually and necessarily incurred as detailed in this Report	<u>(191,076)</u>
	Net proceeds to be accounted for	<u>\$49,558,424</u>

(b) Disposition of Net Proceeds

The total net proceeds of \$49,558,424 received from the initial sale of Secured Notes, in this Docket were made part of the general treasury funds of the Company and were applied to the refunding or discharging of the Company's obligations, including short-term debt, debt incurred in connection with improvement and maintenance of the Company's service and in the construction, completion, extension or improvement of the Company's facilities.

(c) Current Credit Ratings

The Company's current credit ratings for senior secured debt are AA- and A2 from S&P and Moody's respectively.

(d) Statement of Fees and Expenses

The expenses actually and necessarily incurred by the Company in the initial issuance of Secured Notes and the accumulative total in connection with the issuance and sale in this Docket of its Secured Notes in direct comparison with the estimates thereof, were as follows:

Item	Estimate	MTN Sold in this Docket on July 9, 2009
Principal Amount	\$ 300,000,000	\$ 50,000,000
Less Discount	-	(500)
Gross Proceeds	300,000,000	49,999,500
Agent's Commission	(2,250,000)	(250,000)
Securities & Exchange Commission registration fee	(47,610)	-
State mortgage registration tax	None	-
New York Stock Exchange fee	None	-
State Commission fee	(800)	-
Fee for recording indenture	None	-
United States document tax	None	-
Printing and engraving expenses	(15,000)	-
Trustee's or Registrar's fees	(20,000)	-
Counsel fees and expenses	(225,000)	(70,769)
Accountants' fees	(120,000)	(5,000)
Bond Rating Agency fee	(315,000)	(22,500)
Miscellaneous expense	(30,000)	-
Allocation of Other Shelf Registration Expenses	-	(92,807)
Subtotal	(3,023,410)	(441,076)
Net Amount Realized	\$ 296,976,590	\$ 49,558,424

Note: The estimates of expenses were for the issuance of the full \$300 million of debt under the program. The actual expenses shown as incurred for this report are amounts expended for the Secured Notes sold that have been allocated in proportion to the notes sold. For use in ratemaking proceedings, the Company routinely allocates a portion of all expenses to each issue when calculating an all-in cost of funds. Actual expenses for the Secured Notes sold under this docket have been estimated using inquiries of service providers, because actual bills for services have not yet been received.

The Company has determined that the fees, interest rates, and expenses associated with the issuance of the Secured Notes were cost-effective and consistent with competitive market prices.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the corporate seal of Northwest Natural Gas Company this 27th day of July 2009.

NORTHWEST NATURAL GAS COMPANY

By: *Stephen P. Feltz*
Stephen P. Feltz
Treasurer and Controller

(S E A L)

Subscribed and sworn to before me this 27th day of July 2009.



Linda M. Warren
Notary Public for Oregon
My Commission Expires June 21, 2012

424B2 1 d424b2.htm PRICING SUPPLEMENT NO. 2
CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)
Debt Securities	\$50,000,000	\$2,790

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Fee of \$2,790 is being entirely offset in reliance upon Rule 457(p) under the Securities Act against remaining registration fees previously paid in an aggregate amount of \$11,022 which were carried forward from Registration Statement No. 333-112604, which was initially filed with the Securities and Exchange Commission by the registrant on February 9, 2004 ("Prior Fee Amount"). The basis for the Prior Fee Amount is set forth in Footnote (1) of the Calculation of Registration Fee table on the cover of Registration Statement No. 333-148527. Taking into account the payment of the current registration fee, in addition to fees paid in connection with prior filings under Rule 424 associated with Registration Statement No. 333-148527, the registrant will have \$3,219 remaining available for future registration fees. In accordance with Rule 456(b) and 457(r) under the Securities Act, this "Calculation of Registration Fee" table shall be deemed to update the "Calculation of Registration Fee" table in Registration Statement No. 333-148527.

Pricing Supplement No. 2
dated July 6, 2009
(To prospectus dated January 8, 2008
and prospectus supplement dated March 18, 2009)

Filing under Rule 424(b)(2)
Registration No. 333-148527

\$300,000,000
NORTHWEST NATURAL GAS COMPANY
Secured Medium-Term Notes, Series B
(A Series of First Mortgage Bonds)
and
Unsecured Medium-Term Notes, Series B
Due from One Year to 30 Years from Date of Issue

CUSIP No.: 66765R BY1	Stated interest rate: 3.95%
Secured <input checked="" type="checkbox"/> Unsecured <input type="checkbox"/>	Maturity date: July 15, 2014
Principal amount: \$50,000,000	Settlement date: July 9, 2009
Issue price: 99.999%	Interest payment dates: January 15 and July 15, commencing January 15, 2010
Net proceeds to Company: \$49,749,500	Regular record dates: January 1 and July 1
Repayable at the option of holder: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Redeemable: Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Repayment date: Not applicable	In whole <input type="checkbox"/>
Repayment price: Not applicable	In whole or in part <input checked="" type="checkbox"/>
Election period: Not applicable	Fixed redemption price: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Selling agent: UBS Securities LLC	Initial redemption date: Not applicable
Type of transaction: Agent	Initial redemption price: Not applicable
	Reduction percentage: Not applicable
	Redemption limitation date: Not applicable
	Make-whole redemption price: Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	Make-whole spread: 0.25%

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this pricing supplement or the accompanying prospectus or prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.