

Shawn M. Filippi  
Associate Legal Counsel & Assistant Corporate Secretary  
Tel: 503.220.2410  
Fax: 503.721.2516  
Toll Free: 1.800.422.4012  
e-mail: shawn.filippi@nwnatural.com



March 1, 2011

Oregon Public Utility Commission  
550 Capitol Street N. E. #215  
Salem, Oregon 97310-1380

Ladies and Gentlemen:

Re: Docket No. UF-3279

Please refer to your file in Docket No. UF-3279 regarding the Company's issuance and sale of an additional 750,000 shares of its Common Stock under the terms of the Dividend Reinvestment and Stock Purchase Plan.

Enclosed for filing in this Docket is the Company's 2010 Report of Proceeds Received, Expenses Incurred and Disposition of Proceeds prepared pursuant to the Commission's Order No. 05-825.

Sincerely,

/s/ Shawn M. Filippi

Shawn M. Filippi

SMF:nkb  
Encl.

BEFORE THE OREGON PUBLIC UTILITY COMMISSION

In the Matter of the Application and Supplemental Applications of	)	
	)	Docket No. UF-3279
NORTHWEST NATURAL GAS COMPANY	)	
	)	2010 Report of Proceeds
for Orders Authorizing the Issuance and Sale of an Additional 750,000 Shares of its Common Stock	)	Received, Expenses Incurred and Disposition of Proceeds
	)	

On October 1, 1976, Northwest Natural Gas Company (the Company) filed an Application with the Oregon Public Utility Commission (the Commission) under the provisions of ORS Chapter 757 for an Order authorizing the Company to issue and sell pursuant to the terms of its Dividend Reinvestment and Stock Purchase Plan (the Plan) not to exceed 300,000 shares of its authorized but unissued Common Stock. On November 4, 1976, the Commission issued its Order in the above-entitled matter granting the Company's Application and authorizing it to issue and sell to holders of record of its Common Stock not more than 300,000 shares of its Common Stock pursuant to the Plan.

On March 27, 1980, January 11, 1983, September 28, 1984, April 25, 1986, January 12, 1989, December 31, 1991, December 3, 1993, July 1, 1997, August 22, 2001 and June 9, 2005, the Company filed Supplemental Applications with the Commission under the provisions of ORS Chapter 757 for supplemental orders authorizing the Company to issue and sell, pursuant to the Plan, a total of 5,250,000 additional shares of its authorized but unissued Common Stock. On April 16, 1980, January 24, 1983, October 31, 1984, May 27, 1986, February 17, 1989, January 31, 1992, January 3, 1994, August 1, 1997, September 28, 2001 and July 6, 2005, respectively, the Commission issued its Supplemental Orders, Nos. 80-289, 83-036, 84-868, 86-518, 89-176, 92-181, 94-002, 97-286, 01-840 and 05-825 in the above-entitled matter, granting the Company's Supplemental Applications, and authorizing it to issue and sell an additional 5,250,000 shares of its Common Stock pursuant to the terms of the Plan. On September 6, 1996, the Company's Common Stock was split three-for-two, effected by means of a 50% stock dividend. Pursuant to the Company's request, the Commission, in its Order No. 96-165, dated June 23, 1996, authorized an adjustment to be made to reflect this stock split by increasing by 50% the number of shares remaining authorized to be issued under the Plan on the effective date of the stock split. An additional 87,263 shares were reserved for issuance under the Plan pursuant to this authorization. Therefore, at the date hereof the Company was authorized to issue and sell, pursuant to the Plan, an aggregate of 5,637,263 shares of its authorized but unissued common stock.

Since February 1977, the Company has made monthly offerings under the Plan to common shareholders who elected to participate. For years 1977 through 1983, shares of Common Stock purchased by participants in the Plan with reinvested dividends were priced at 95% of the average of the bid and asked prices of the Common Stock, as quoted by the National Association of Securities Dealers Automated Quotation system, over the five-day period ending on the Investment Date, as defined in the Plan. Beginning in 1984, shares purchased under the Plan with reinvested dividends and with optional cash payments were priced at 100% of the average of the closing sales prices over this five-day period. Effective January 1, 1994, shares purchased with reinvested dividends and with optional cash payments were priced at the average of the high and low trading prices, as reported on the Nasdaq Stock Market, on the Investment Date. Effective July 27, 2000, the Company's Common Stock was listed and commenced trading on the New York Stock Exchange. For purposes of the Plan, the

purchase price for original issue shares is the average of the high and low trading prices on the New York Stock Exchange on the Investment Date. Beginning on December 15, 2005, the Company began purchasing shares on the open market for purchase under the Plan. The price for shares purchased on the open market is the average price (including brokerage fees) paid by the Purchasing Representative to obtain them.

During 2010, the Company purchased on the open market an aggregate of 90,041 shares of its Common Stock pursuant to the Plan at various prices as more fully set forth herein. Of such shares, 74,217 were sold through reinvestment by participants of their dividends, while the remaining 15,824 shares were sold to participants who elected to make optional cash payments. Book entries for the 90,041 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.

The Company had received aggregate cash proceeds in the amount of \$106,889,683.51 from sales of 4,768,361 shares of Common Stock it issued and sold in this Docket through November 30, 2005. In addition, a total of 477,854 shares have been purchased in the open market to meet requirements of the Plan. The Company did not receive proceeds from the 90,041 shares sold under the Plan in 2010 because the shares were purchased on the open market.

All shares authorized by previous Orders Nos. 76-780, 80-289, 83-036, 84-868, 86-518, 89-176, 92 181, 94-002, 97-286, and 01-840 were sold to Plan participants in previous years. All shares sold under the Plan in 2010 were sold under the authorization of Order No. 05-825. As of December 31, 2010, 358,952 shares have been sold under the authorization of Order No. 05-825, with 391,048 authorized but unsold shares remaining.

Pursuant to the Commission's Order No. 05-825 in this Docket, the following detailed information is filed for the year 2010:

REPORT OF SECURITIES ISSUED UNDER PLAN, 2010

	Amount
Total Value of Common Stock Issues	\$0 <sup>1</sup>
Plus premium or less discount	\$0
Gross proceeds	\$0
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	\$4,000.00 <sup>2</sup>
Trustee's charges	-
Accountant's fees	-
Cost of listing	-
Miscellaneous expense of issue (describe large items)	
Postage	\$9,503.40 <sup>2</sup>
Total Deductions	\$13,503.40
Net Amount Realized	(\$13,503.40)

<sup>1</sup> Beginning December 2005, shares for the Plan were repurchased in the open market. No original issuances were made pursuant to the Plan in 2010. The total cost of shares purchased under the Plan in 2010 was \$4,155,017.55.

<sup>2</sup> Estimated posting and printing expenses.

DISPOSITION OF NET PROCEEDS

There were no net proceeds received from the sales of Common Stock under the Plan during 2010.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the corporate seal of Northwest Natural Gas Company this 1st day of March, 2011.

/s/ Shawn M. Filippi

(S E A L)

\_\_\_\_\_  
 Shawn M. Filippi  
 Associate Counsel  
 Northwest Natural Gas Company

Subscribed and sworn to before me in Multnomah County this 1st day of March, 2011.

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 Notary Public for Oregon  
 My Commission Expires \_\_\_\_\_