



e-FILING REPORT COVER SHEET

COMPANY NAME: Northwest Natural Gas Company

DOES REPORT CONTAIN CONFIDENTIAL INFORMATION?  No  Yes If yes, submit a redacted public version (or a cover letter) by email. Submit the confidential information as directed in OAR 860-001-0070 or the terms of an applicable protective order.

Select report type:  RE (Electric)  RG (Gas)  RW (Water)  RT (Telecommunications)  
 RO (Other, for example, industry safety information)

Did you previously file a similar report?  No  Yes, report docket number: RG 27

Report is required by:  OAR  
 Statute  
 Order Order 06-662

Note: A one-time submission required by an order is a compliance filing and not a report (file compliance in the applicable docket)

Other  
(For example, federal regulations, or requested by Staff)

Is this report associated with a specific docket/case?  No  Yes, docket number: RG 27

List Key Words for this report. We use these to improve search results.

NW Natural; ESPP; Employee Stock Purchase Plan

Send the completed Cover Sheet and the Report in an email addressed to [PUC.FilingCenter@state.or.us](mailto:PUC.FilingCenter@state.or.us)

Send confidential information, voluminous reports, or energy utility Results of Operations Reports to PUC Filing Center, PO Box 1088, Salem, OR 97308-1088 or by delivery service to 201 High Street SE Suite 100, Salem, OR 97301.

Shawn M. Filippi  
Vice President, Chief Compliance Officer and  
Corporate Secretary  
Tel: 503.220.2435  
Fax: 503.220.2584  
Toll Free: 1.800.422.4012  
e-mail: shawn.filippi@nwnatural.com



February 28, 2018

*Via Electronic Filing*

Public Utility Commission of Oregon  
Attention: Filing Center  
201 High Street SE, Suite 100,  
Salem, Oregon 97301-3398

**Re: Docket No. UF-4232/RG 27**

Ladies and Gentlemen:

Pursuant to the Commission's Order No. 06-662, in Docket UF-4232, authorizing the issuance and sale of the Company's Common Stock to its employees under the Employee Stock Purchase Plan, we enclose herewith the Twelfth Report of Sales, Issues and Expenses, for the year ended December 31, 2017.

Sincerely,

  
Shawn M. Filippi

SMF:spk  
Encl.

BEFORE THE OREGON PUBLIC UTILITY COMMISSION

In the Matter of the Application of	)	
NORTHWEST NATURAL GAS COMPANY	)	Docket UF-4232
for Authorization to Issue and Sell	)	Twelfth Report of Sales, Issues
up to an Additional 200,000 Shares of	)	and Expenses
Common Stock	)	

This Report is filed pursuant to the Commission’s Order No. 06-662 in Docket UF-4232 dated December 8, 2006, in which the Company was authorized to issue and sell up to 200,000 shares of its Common Stock pursuant to the terms of its Employee Stock Purchase Plan, as amended (the Plan). 17,603 shares were issued under the Order in this Docket in 2017.

The Company made its eighteenth offering to its employees under the terms and conditions set forth in the Plan. During 2017, the Company completed an offering to its employees that was made during the period October 19, 2016 through November 4, 2016 (the 2016 Offering) and made a new offering under the Plan during the period October 23, 2017 through November 10, 2017 (the 2017 Offering). The 2016 and 2017 offerings were made at a price determined to be 85% (rounded to the next full penny) of the closing price quoted for the Common Stock on the New York Stock Exchange on the trading day before the initial date of each offering.

During the 2016 Offering, the Company offered to its employees not to exceed 60,450 shares of its Common Stock, at a price of \$50.47 per share. The Company received subscriptions for 18,830 shares, with 1,227 cancellations. During the 2017 Offering, the Company offered to its employees not to exceed 43,023 shares of its Common Stock, at a price of \$56.53 per share. As of December 31, 2017, the Company received subscriptions for 22,804 shares, with no cancellations. Payroll deductions taken by the Company in payment of the subscribed shares are held on behalf of the employees until the shares are to be purchased on the purchase date in December 2018.

Pursuant to the Commission's authorization in this Docket UF-4232, at December 31, 2017, the Company had received from the ten offerings subscriptions totaling 202,302 shares, cancellations totaling 22,101 shares of such subscribed shares and cash in the amount of \$6,293,519.03 in full payment for 157,397 of the shares, and had issued certificates or authorized book-entry positions for the 157,397 shares to the respective employee purchasers as follows:

Offering Period	Price	Shares Subscribed			Shares Issued		Balance Subscribed
		Initial	Canceled	Total	Number	Gross Proceeds	
11/1/08 – 11/30/08 <sup>1</sup>	\$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	22,646	3,582	19,064	19,064	\$741,589.60	0
10/26/15 – 11/13/15	\$40.51	20,784	2,588	18,196	18,196	\$737,119.96	0
10/19/16 – 11/4/16	\$50.47	18,830	1,227	17,603	17,603	\$888,423.41	
10/23/17-11/10/17	\$56.53	22,804	0	22,804	0	0	22,804
<b>Total</b>		<b>202,302</b>	<b>22,101</b>	<b>180,201</b>	<b>157,397</b>	<b>\$6,293,519.03</b>	<b>22,804</b>

<sup>1</sup> 3,078 of the 8,615 shares issued under the Plan in 2009 were issued under the authorization of Docket No. UF-4172. The subscriptions and cancellations are prorated between the two Dockets.

#### REPORT OF SECURITIES ISSUED UNDER PLAN, 2017

	Amount
Total Value of Common Stock Issued	\$1,045,090.11 <sup>1</sup>
Plus premium or less discount	(\$156,666.70) <sup>2</sup>
Gross proceeds	\$888,423.41
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 postage expenses	-
Trustee's charges	-
Counsel fees	-
Accountant's fees	-
Cost of listing	-
Miscellaneous expense of issue (describe large items)	
Total Deductions	\$0
Net Amount Realized	\$888,423.41

<sup>1</sup> Based on a fair market value of \$59.37, the closing price of the shares as reported on the New York Stock Exchange on October 18, 2016.

<sup>2</sup> Employees purchased stock at \$50.47, reflecting a 15% discount of the fair market value.

DISPOSITION OF NET PROCEEDS:

In 2017, the Company issued 17,603 shares of its Common Stock under this Docket. The employee purchase price per share was \$50.47, with gross proceeds of \$888,423.41. There were no expenses associated with the Plan in 2017. The net proceeds of \$888,423.41 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 ORS 757.415(1).

IN WITNESS WHEREOF, I have hereunto affixed my signature this 28th day of February, 2018.



---

Shawn M. Filippi  
Vice President, Chief Compliance Officer and  
Corporate Secretary  
Northwest Natural Gas Company