

NORTHWEST NATURAL GAS CO  
Form 8-K  
June 02, 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**

**May 26, 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**  
(State or other jurisdiction of

**93-0256722**  
(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 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareholders of Northwest Natural Gas Company (the Company) was held on May 26, 2011. At the meeting, shareholders voted on the following items:

**Proposal 1:** The following nominees were elected to serve on the Board of Directors until the 2014 Annual Meeting or until their successors have been duly qualified and elected.

|                         |            | <b>BROKER</b> |           |  |
|-------------------------|------------|---------------|-----------|--|
| Nominees                | FOR        | WITHHELD      | NON-VOTES |  |
| <b>Class III</b>        |            |               |           |  |
| Martha L. Stormy Byorum | 18,314,153 | 223,687       | 5,145,875 |  |
| John D. Carter          | 18,313,741 | 224,099       | 5,145,875 |  |
| C. Scott Gibson         | 16,059,583 | 2,478,257     | 5,145,875 |  |
| Gregg S. Kantor         | 18,286,862 | 250,978       | 5,145,875 |  |

**Proposal 2:** The reapproval of, and amendment to, the Long Term Incentive Plan to reserve an additional 100,000 shares of common stock for the plan was approved.

|            |           |         |           | <b>BROKER</b> |
|------------|-----------|---------|-----------|---------------|
| FOR        | AGAINST   | ABSTAIN | NON-VOTES |               |
| 16,876,819 | 1,220,116 | 440,905 | 5,145,875 |               |

**Proposal 3:** The non-binding advisory vote on compensation of the Named Executive Officers was approved.

|            |         |         |           | <b>BROKER</b> |
|------------|---------|---------|-----------|---------------|
| FOR        | AGAINST | ABSTAIN | NON-VOTES |               |
| 17,085,194 | 637,447 | 815,199 | 5,145,875 |               |

**Proposal 4:** The non-binding advisory vote on frequency of future votes on executive compensation was one year.

|            |         |           |         |           | <b>BROKER</b> |
|------------|---------|-----------|---------|-----------|---------------|
| 1-YEAR     | 2-YEAR  | 3-YEAR    | ABSTAIN | NON-VOTES |               |
| 11,586,657 | 525,508 | 5,844,911 | 580,764 | 5,145,875 |               |

**Proposal 5:** The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2011 was ratified.

|            | <b>BROKER</b>  |                |                  |
|------------|----------------|----------------|------------------|
| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
| 23,288,475 | 238,399        | 156,841        | N/A              |

**Item 8.01 Other Events.**

On May 26, 2011, the Company's Board of Directors approved an extension to the Company's share repurchase program for our common stock, under which the Company purchases shares on the open market or through privately negotiated transactions. The Company now has Board authorization through May 31, 2012 to repurchase up to an aggregate of 2.8 million shares or up to an aggregate of \$100 million. Since the program's inception in 2000, the Company has repurchased 2.1 million shares of common stock at a total cost of \$83.3 million.

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.

NORTHWEST NATURAL GAS COMPANY  
(Registrant)

Dated: June 2, 2011

/s/ MardiLyn Saathoff  
Chief Governance Officer, Deputy General

Counsel and Corporate Secretary