

NORTHWEST NATURAL GAS CO  
Form S-8 POS  
July 31, 2007

As filed with the Securities and Exchange Commission on July 31, 2007

Registration Statement No. 2-76276

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

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**NORTHWEST NATURAL GAS COMPANY**

(Exact name of registrant as specified in its charter)

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**Oregon**  
(State or other jurisdiction  
of incorporation or organization)

**93-0256722**  
(I.R.S. Employer  
Identification No.)

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**One Pacific Square, 220 N.W. Second Avenue**

**Portland, Oregon 97209**

**503-226-4211**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**NORTHWEST NATURAL GAS COMPANY EMPLOYEE STOCK OWNERSHIP PLAN**

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(Full title of the plan)

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**MARK S. DODSON**  
Chief Executive Officer

**One Pacific Square**  
**220 N.W. Second Avenue**  
**Portland, Oregon 97209**  
**503-226-4211**

**DAVID H. ANDERSON**  
Senior Vice President and

**Chief Financial Officer**  
**One Pacific Square**  
**220 N.W. Second Avenue**  
**Portland, Oregon 97209**

**503-226-4211**

(Name, address, including zip code, and telephone number, including area code, of agents for service)

**JOHN T. HOOD, Esq.**  
Thelen Reid Brown Raysman &

**Steiner LLP**  
**875 Third Avenue**  
**New York, New York 10022**  
**212-603-2000**

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**This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rules 464 and 456 of the Securities Act of 1933, as amended.**

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**TERMINATION OF REGISTRATION STATEMENT**

Northwest Natural Gas Company (the Company ) filed a registration statement on Form S-8 (File No. 2-76276) with the Securities and Exchange Commission (the SEC ) on February 26, 1982 (the Registration Statement ), registering 111,578 shares of the Company s common stock for issuance under the Northwest Natural Gas Company Employee Stock Ownership Plan. The SEC declared the Registration Statement effective on March 1, 1982.

In accordance with the terms of the Registration Statement, the Company is filing this post-effective amendment to the Registration Statement to deregister any securities that remain unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on the 31st day of July, 2007.

**NORTHWEST NATURAL GAS COMPANY**

By: /s/ Mark S. Dodson  
 Mark S. Dodson  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mark S. Dodson Mark S. Dodson	Chief Executive Officer and Director (Principal Executive Officer)	July 31, 2007
/s/ David H. Anderson David H. Anderson	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 31, 2007
/s/ Stephen P. Feltz Stephen P. Feltz	Treasurer and Controller (Principal Accounting Officer)	July 31, 2007
Timothy P. Boyle	Director	July __, 2007
/s/ Martha L. Byorum Martha L. Byorum	Director	July 31, 2007

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/s/ John D. Carter John D. Carter	Director	July 31, 2007
/s/ C. Scott Gibson C. Scott Gibson	Director	July 31, 2007
/s/ Tod R. Hamachek Tod R. Hamachek	Director	July 31, 2007
/s/ Randall C. Papé Randall C. Papé	Director	July 31, 2007
Jane L. Peverett	Director	July __, 2007
George J. Puentes	Director	July __, 2007
/s/ Richard G. Reiten Richard G. Reiten	Director	July 31, 2007
/s/ Kenneth Thrasher Kenneth Thrasher	Director	July 31, 2007
/s/ Russell F. Tromley Russell F. Tromley	Director	July 31, 2007