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NORTHWEST NATURAL GAS CO

Form S-8

October 31, 2002

As filed with the Securities and Exchange Commission on October 31, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORTHWEST NATURAL GAS COMPANY
(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction
of incorporation or organization) 93-0256722
(IRS Employer
Identification No.)

220 N.W. Second Avenue
Portland, Oregon 97209
(Address of Principal
Executive Offices) (Zip Code)

Northwest Natural Gas Company
Restated Stock Option Plan (formerly known as 1985 Stock Option Plan)
(Full title of plan)

C.J. Rue
220 N.W. Second Avenue
Portland, Oregon 97209
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (503) 226-4211

Copy to:

Stuart Chestler
Stoel Rives LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268

CALCULATION OF REGISTRATION FEE

	Amount	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Title of Securities to Be Registered	to Be Registered			

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Common Stock, \$3 1/6 par value (including attached Rights to Purchase Common Stock)	1,200,000 Shares	\$29.20	\$35,040,000	\$3,224
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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

This Registration Statement incorporates the contents of the Registrant's Registration Statement on Form S-8 filed September 28, 1995, Registration No. 33-63017.

Item 8. Exhibits.

- 4.1 Restated Articles of Incorporation of the Company, as amended. Incorporated by reference to Exhibit 3a to the Company's Annual Report on Form 10-K for the year ended December 31, 1994, File No. 0-994.
- 4.2 Bylaws of the Company, as amended. Incorporated by reference to Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, File No. 0-994.
- 4.3 Rights Agreement, dated as of February 27, 1996, between the Company and Boatmen's Trust Company (ChaseMellon Shareholder Services, as successor), which includes as Exhibit A thereto the form of a Right Certificate and as Exhibit B thereto the Summary of Rights to Purchase Common Shares. Incorporated by reference to Exhibit 1 to Form 8-A, dated February 27, 1996, File No. 0-994.
- 4.4 Amendment No. 1, dated as of October 5, 2001, to Rights Agreement, dated as of February 27, 1996, between the Company and Boatmen's Trust Company (Mellon Investor Services LLC, as successor). Incorporated by reference to Exhibit 4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, File No. 0-994.
- 5.1 Opinion of Stoel Rives LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Stoel Rives LLP (included in Exhibit 5.1).

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, and State of Oregon on the 31st day of October, 2002.

NORTHWEST NATURAL GAS COMPANY

By: /s/ RICHARD G. REITEN

Richard G. Reiten
Chairman and Chief Executive Officer

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

Signature -----	Title -----	Date ----
/s/ RICHARD G. REITEN ----- Richard G. Reiten Chairman and Chief Executive Officer	Principal Executive Officer, and Director	October 31, 2002
/s/ BRUCE R. DeBOLT ----- Bruce R. DeBolt Senior Vice President, Finance, and Chief Financial Officer	Principal Financial Officer	October 31, 2002
/s/ STEPHEN P. FELTZ ----- Stephen P. Feltz Treasurer and Controller	Principal Accounting Officer	October 31, 2002
/s/ JOHN D. CARTER ----- John D. Carter	Director	October 31, 2002
/s/ THOMAS E. DEWEY, JR. ----- Thomas E. Dewey, Jr.	Director	October 31, 2002
/s/ C. SCOTT GIBSON ----- C. Scott Gibson	Director	October 31, 2002
/s/ TOD R. HAMACHEK ----- Tod R. Hamachek	Director	October 31, 2002

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/s/ WAYNE D. KUNI ----- Wayne D. Kuni	Director	October 31, 2002
/s/ RANDALL C. PAPE ----- Randall C. Pape	Director	October 31, 2002
/s/ ROBERT L. RIDGLEY ----- Robert L. Ridgley	Director	October 31, 2002
/s/ DWIGHT A. SANGREY ----- Dwight A. Sangrey	Director	October 31, 2002
/s/ MELODY C. TEPPOLA ----- Melody C. Teppola	Director	October 31, 2002
/s/ RUSSELL F. TROMLEY ----- Russell F. Tromley	Director	October 31, 2002
/s/ RICHARD L. WOOLWORTH ----- Richard L. Woolworth	Director	October 31, 2002

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EXHIBIT INDEX

Exhibit Number -----	Document Description -----
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4.3	Rights Agreement, dated as of February 27, 1996, between the Company and Boatmen's Trust Company (ChaseMellon Shareholder Services, as successor), which includes as Exhibit A thereto the form of a Right Certificate and as Exhibit B thereto the Summary of Rights to Purchase Common Shares. Incorporated by reference to Exhibit 1 to Form 8-A, dated February 27, 1996, File No. 0-994.
4.4	Amendment No. 1, dated as of October 5, 2001, to Rights Agreement,

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- 5.1 Opinion of Stoel Rives LLP.
- 23.1 Consent of Deloitte & Touche.
- 23.2 Consent of Stoel Rives LLP (included in Exhibit 5.1).

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