

Edgar Filing: NORTHWEST NATURAL GAS CO - Form S-8

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

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|   |                     |         |              |         |
|---|---------------------|---------|--------------|---------|
| Common Stock, \$3 1/6<br>par value (including<br>attached Rights to<br>Purchase Common Stock) | 1,200,000<br>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.  
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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.  
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- 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<br>-----  | Title<br>-----                               | Date<br>----     |
|---|--|------------------|
| /s/ RICHARD G. REITEN<br>-----<br>Richard G. Reiten<br>Chairman and Chief Executive<br>Officer                    | Principal Executive<br>Officer, and Director | October 31, 2002 |
| /s/ BRUCE R. DeBOLT<br>-----<br>Bruce R. DeBolt<br>Senior Vice President, Finance,<br>and Chief Financial Officer | Principal Financial<br>Officer               | October 31, 2002 |
| /s/ STEPHEN P. FELTZ<br>-----<br>Stephen P. Feltz<br>Treasurer and Controller                                     | Principal Accounting<br>Officer              | October 31, 2002 |
| /s/ JOHN D. CARTER<br>-----<br>John D. Carter   | Director                                     | October 31, 2002 |
| /s/ THOMAS E. DEWEY, JR.<br>-----<br>Thomas E. Dewey, Jr.   | Director                                     | October 31, 2002 |
| /s/ C. SCOTT GIBSON<br>-----<br>C. Scott Gibson   | Director                                     | October 31, 2002 |
| /s/ TOD R. HAMACHEK<br>-----<br>Tod R. Hamachek   | Director                                     | October 31, 2002 |

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

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EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Document Description<br>-----   |
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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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