NORTHWEST PIPE CO

Form 4

March 13, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

THORNTON NEIL R			Symbol	Issuer			
			NORTHWEST PIPE CO [NWPX]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••			
200 SW MARKET ST #1800		1800	(Month/Day/Year) 03/11/2008	X Director 10% Owner Officer (give title below) — Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year)

Applicable Line)

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PORTLAND, OR 97201 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
COMMON STOCK	03/11/2008		M	2,000	A	\$ 13.563	9,095	D	
COMMON STOCK	03/11/2008		S	4,000	D	\$ 38	5,095	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: NORTHWEST PIPE CO - Form 4

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Number on Derivative	6. Date Exercisable and Expiration Date		7. Title and A Underlying S
(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	ear)	(Instr. 3 and
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
NON-QUALIFIED STOCK OPTION	\$ 13.563	03/11/2008		M	2,000	11/02/2000	05/02/2010	COMMO! STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
THORNTON NEIL R							
200 SW MARKET ST #1800	X						
PORTLAND, OR 97201							

Signatures

NEIL

THORNTON 03/11/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2