CARRIER GREG Form 4

April 17, 2009

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

CARRIER GREG

(Last)

(City)

200

2. Issuer Name and Ticker or Trading

Symbol

NORTHWEST PIPE CO [NWPX]

3. Date of Earliest Transaction

(Month/Day/Year) 04/15/2009

5721 SE COLUMBIA WAY SUITE

(Zip)

(Middle)

Filed(Month/Day/Year)

4. If Amendment, Date Original

3.

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

VANCOUVER, WA 98661

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Securities Beneficially Owned Following Reported

5. Amount of

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

Form: Direct (I) (Instr. 4)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Purchasing

6. Individual or Joint/Group Filing(Check

below)

Estimated average

burden hours per

Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof Code Derivative

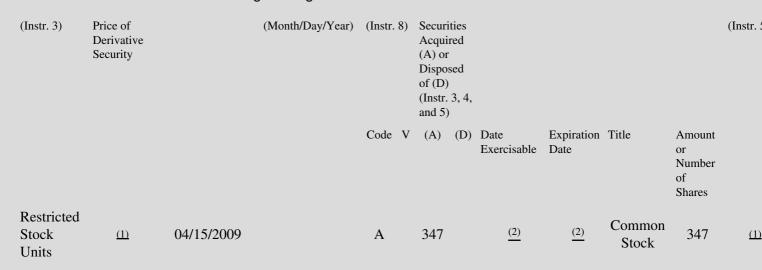
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Securit

Deriva

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARRIER GREG 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661

VP, Purchasing

Signatures

Greg Carrier 04/17/2009

**Signature of Date
Reporting Person

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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (2) The restricted stock units vest in three equal annual installments beginning on March 15, 2010.

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.

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