STONE GARY Form 4 October 12, 2011

## 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

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

2. Issuer Name and Ticker or Trading

NORTHWEST PIPE CO [NWPX]

(Print or Type Responses)

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

STONE GARY

(Middle) (First)

5721 SE COLUMBIA WAY SUITE

200

VANCOUVER, WA 98661

(Street)

(State)

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

10/10/2011

(Month/Day/Year)

Symbol

Filed(Month/Day/Year)

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or

(Month/Day/Year) (Instr. 8)

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

Reported (A) 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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. P 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Underlying Securities Der Code Security or Exercise Derivative (Month/Day/Year) (Instr. 3 and 4) Sec any

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Quality Assurance

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Following

Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

### Edgar Filing: STONE GARY - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					(In
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/10/2011		M	689	(2)	(2)	Common Stock	689	
Performance Shares	<u>(3)</u>	10/10/2011		M	918	(3)	(3)	Common Stock	<u>(3)</u>	
Performance Shares	<u>(4)</u>	10/10/2011		M	459	<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

STONE GARY 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661

VP, Quality Assurance

# **Signatures**

Gary Stone 10/12/2011

\*\*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).
- (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 installments as follows: 2/3 on January 1, 2013 and 1/3 on January 1, 2014.
  - The Performance Shares vest on January 1, 2013 in an amount ranging from 0 200% to the extent such Performance Shares are earned.
- (3) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2011 2012 relative to the total shareholder return of a peer group over the same period.
  - The Performance Shares vest on January 1, 2014 in an amount ranging from 0 200% to the extent such Performance Shares are earned.
- (4) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2011 2013 relative to the total shareholder return of a peer group over the same period.

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