STONE GARY Form 4 March 19, 2012

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STONE GARY Issuer Symbol NORTHWEST PIPE CO [NWPX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 5721 SE COLUMBIA WAY SUITE 08/18/2011 below) 200 VP, Quality Assurance (Street) 6. Individual or Joint/Group Filing(Check 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting VANCOUVER, WA 98661

		Torson					
(City)	(State)	(Zip) Tab	le I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership

		(Month/Day/Year)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	08/18/2011		M	33	A	(1)	1,265	D
Common Stock	08/18/2011		F	8 (2)	D	\$ 25.33	1,257	D
Common Stock	03/15/2012		M	124	A	<u>(3)</u>	1,381	D
Common Stock	03/15/2012		F	31 (2)	D	\$ 21.52	1,350	D

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

(Instr. 4)

OMB APPROVAL

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Transaction of Code Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	08/18/2011		M	33	<u>(5)</u>	(5)	Common Stock	33	<u>(4)</u>
Restricted Stock Units	<u>(4)</u>	03/15/2012		M	124	(6)	<u>(6)</u>	Common Stock	124	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP, Quality Assurance

Signatures

Gary Stone 03/19/2012

**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) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2008.
- (2) Represents shares withheld by the issuer for payment of taxes incurred upon vesting event consistent with company policy.
- (3) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2009.

Reporting Owners 2

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- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (5) The Restricted Stock Units vest in installments as follows: 40% on August 18, 2009, 40% on August 18, 2010 and 20% on August 18, 2011.
- (6) The Restricted Stock Units vest in 3 equal installments on March 15, 2010, March 15, 2011 and March 15, 2012.

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.