

NORTHWEST PIPE CO  
Form 4  
January 17, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**STONE GARY**

(Last) (First) (Middle)

5721 SE COLUMBIA WAY SUITE 200

(Street)

VANCOUVER, WA 98661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NORTHWEST PIPE CO [NWPX]**

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

VP, Quality Assurance

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/01/2014		M	230	A <u>(1)</u> 2,809	D	
Common Stock	01/01/2014		F	75 <u>(6)</u>	D \$ 37.76 2,734	D	
Common Stock	01/01/2014		M	195	A <u>(2)</u> 2,929	D	
Common Stock	01/01/2014		F	63 <u>(6)</u>	D \$ 37.76 2,866	D	
Common Stock	01/01/2014		M	679	A <u>(4)</u> 3,545	D	

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Common Stock	01/01/2014	F	222 <u>(6)</u>	D	\$ 37.76	3,323	D
Common Stock	01/01/2014	M	439	A	<u>(5)</u>	3,762	D
Common Stock	01/01/2014	F	143 <u>(6)</u>	D	\$ 37.76	3,619	D
Common Stock	01/15/2014	M	186	A	<u>(3)</u>	3,805	D
Common Stock	01/15/2014	F	60 <u>(6)</u>	D	\$ 36.8	3,745	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	01/01/2014		M	230	<u>(8)</u>	<u>(8)</u>	Common Stock	230
Restricted Stock Units	<u>(7)</u>	01/01/2014		M	195	<u>(9)</u>	<u>(9)</u>	Common Stock	195
Performance Shares	<u>(11)</u>	01/01/2014		M	459	<u>(11)</u>	<u>(11)</u>	Common Stock	679
Performance Shares	<u>(12)</u>	01/01/2014		M	585	<u>(12)</u>	<u>(12)</u>	Common Stock	439
Restricted Stock Units	<u>(7)</u>	01/15/2014		M	186	<u>(10)</u>	<u>(10)</u>	Common Stock	186

