

STONE GARY

Form 4

January 11, 2013

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

OMB APPROVAL

OMB
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(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)

01/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Quality Assurance

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	01/01/2013		M	459 A <u>(1)</u>	1,809	D	
Common Stock	01/01/2013		F	73 <u>(4)</u> D \$ 23.86	1,736	D	
Common Stock	01/01/2013		M	195 A <u>(2)</u>	1,931	D	
Common Stock	01/01/2013		F	31 <u>(4)</u> D \$ 23.86	1,900	D	
Common Stock	01/01/2013		M	808 A <u>(3)</u>	2,708	D	

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Common Stock 01/01/2013 F 129 ⁽⁴⁾ D \$ 23.86 2,579 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
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	01/01/2013		M		459	<u>(6)</u> <u>(6)</u>	Common Stock 459
Restricted Stock Units	<u>(5)</u>	01/01/2013		M		195	<u>(7)</u> <u>(7)</u>	Common Stock 195
Performance Shares	<u>(8)</u>	01/01/2013		M		808	<u>(8)</u> <u>(8)</u>	Common Stock 808

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 01/10/2013

**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 2011.
- (2) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2012
- (3) Represents shares acquired pursuant to vesting of Performance Shares granted in 2011
- (4) Represents shares withheld by the issuer for payment of taxes incurred upon vesting event consistent with company policy.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (6) The Restricted Stock Units vest in installments as follows: 2/3 on January 1, 2013 and 1/3 on January 1, 2014.
- (7) The Restricted Stock Units vest in installments as follows: 1/3 on January 1, 2013, 1/3 on January 1, 2014 and 1/3 on January 1, 2015.
The Performance Shares vest on January 1, 2013 in an amount ranging from 0-200% to the extent such Performance Shares are earned.
- (8) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2012-2013 relative to the total shareholder return of a peer group over the same period.
- (9) Represents remaining Performance Shares after deducting those that were forfeited because the total shareholder return criteria for the January 1, 2013 vest resulted in a payout of less than 100%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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