

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 *
STOKES GARY A

(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)
Senior VP, Sales & Marketing

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/01/2014		M	1,129 A (1)	20,770	D	
Common Stock	01/01/2014		F	368 (6) D \$ 37.76	20,402	D	
Common Stock	01/01/2014		M	902 A (2)	21,304	D	
Common Stock	01/01/2014		F	294 (6) D \$ 37.76	21,010	D	
Common Stock	01/01/2014		M	3,343 A (4)	24,353	D	

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Common Stock	01/01/2014	F	902 <u>(6)</u>	D	\$ 37.76	23,451	D
Common Stock	01/01/2014	M	2,030	A	<u>(5)</u>	25,481	D
Common Stock	01/01/2014	F	536 <u>(6)</u>	D	\$ 37.76	24,945	D
Common Stock	01/15/2014	M	791	A	<u>(3)</u>	25,736	D
Common Stock	01/15/2014	F	258 <u>(6)</u>	D	\$ 36.8	25,478	D

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

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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. Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	01/01/2014		M	1,129	<u>(8)</u> <u>(8)</u>	Common Stock	1,129
Restricted Stock Units	<u>(7)</u>	01/01/2014		M	902	<u>(9)</u> <u>(9)</u>	Common Stock	902
Performance Shares	<u>(11)</u>	01/01/2014		M	2,259	<u>(11)</u> <u>(11)</u>	Common Stock	3,343
Performance Shares	<u>(12)</u>	01/01/2014		M	2,707	<u>(12)</u> <u>(12)</u>	Common Stock	2,030
Restricted Stock Units	<u>(7)</u>	01/15/2014		M	791	<u>(10)</u> <u>(10)</u>	Common Stock	791

