NORTHWEST NATURAL GAS CO Form 8-K December 09, 2004

incorporation or organization)

SECURITIES AND EXCHANGE COMMISSION

SECURITES A	Washington, D.C. 20549	E COMMISSION
	Form 8-K	
	RT PURSUANT TO SECT	
Dat	December 6, 2004 e of Report (Date of earliest event re	ported)
	NATURAL G	SAS COMPANY
	Commission File No. 1-15973	
Oregon (State or other jurisdiction of		93-0256722 (I.R.S. Employer

Identification No.)

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220 N.W. Second Avenue, Portland, Oregon 97209

(Address of principal executive offices) (Zip Code)

Registrant s Telephone Number, including area code: (503) 226-4211

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

" Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Item 5.02(b) Death of Director

On December 8, 2004, the Board of Directors was informed of the death of director Melody C. Teppola, who passed away on December 6, 2004. While the Board of Directors has made no decision as to whether or not the resulting vacancy on the Board will be filled, there continues to be a majority of independent directors on the Board.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHWEST NATURAL GAS COMPANY

(Registrant)

Dated: December 9, 2004 /s/ Beth A. Ugoretz

Senior Vice President and General Counsel

3