

NORTHWEST PIPE CO

Form 4

January 20, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith William M

(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)
01/01/2015

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)

Exec VP, Operations

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	01/01/2015		M	380 A	4,729	D	
Common Stock	01/01/2015		F	124 ⁽⁵⁾ D	\$ 30.12 4,605	D	
Common Stock	01/01/2015		M	1,347 A	5,952	D	
Common Stock	01/01/2015		F	439 ⁽⁵⁾ D	\$ 30.12 5,513	D	
Common Stock	01/15/2015		M	379 A	5,892	D	

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Common Stock	01/15/2015	F	123 ⁽⁵⁾	D	\$ 22.69	5,769	D
Common Stock	01/15/2015	M	606	A	⁽³⁾	6,375	D
Common Stock	01/15/2015	F	197 ⁽⁵⁾	D	\$ 22.69	6,178	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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	⁽⁶⁾	01/01/2015		M	380	⁽⁷⁾ ⁽⁷⁾	Common Stock	380
Performance Shares	⁽¹⁰⁾	01/01/2015		M	1,347	⁽¹⁰⁾ ⁽¹⁰⁾	Common Stock	1,347
Restricted Stock Units	⁽⁶⁾	01/15/2015		M	379	⁽⁸⁾ ⁽⁸⁾	Common Stock	379
Restricted Stock Units	⁽⁶⁾	01/15/2015		M	606	⁽⁹⁾ ⁽⁹⁾	Common Stock	606

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith William M 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661	Exec VP, Operations

Signatures

William Smith

01/20/2015

__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 2012.
- (2) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2013.
- (3) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2014.
- (4) Represents shares acquired pursuant to vesting of Performance Shares granted in 2012.
- (5) Represents shares withheld by the issuer for payment of taxes incurred upon vesting event consistent with company policy.
- (6) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (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.
- (8) The Restricted Stock Units vest in installments as follows: 1/3 on January 15, 2014, 1/3 on January 15, 2015 and 1/3 on January 15, 2016.
- (9) The Restricted Stock Units vest in installments as follows: 1/3 on January 15, 2015, 1/3 on January 15, 2016 and 1/3 on January 15, 2017.
- The Performance Shares vest on January 1, 2015 in an amount ranging from 0-200% to the extent such Performance Shares are earned.
- (10) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2012-2014 relative to the total shareholder return of a peer group over the same period.

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.