

NORTHWEST PIPE CO  
Form 8-K  
January 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES**

**EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): January 4, 2011**

**NORTHWEST PIPE COMPANY**

(Exact name of registrant as specified in its charter)

**OREGON**  
(State or other jurisdiction

of incorporation)

**0-27140**  
(Commission

File Number)

**93-0557988**  
(I.R.S. Employer

Identification No.)

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5721 SE Columbia Way, Suite 200

Vancouver, WA 98661

(360) 397-6250

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

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:

- 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))

**Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On January 4, 2011 the Compensation Committee of the Board of Directors of Northwest Pipe Company (the Company ) awarded Richard A. Roman, the Company s President and Chief Executive Officer, 18,000 Restricted Stock Units ( RSUs ). The RSUs will vest as follows: 6,000 RSUs vested on the date of grant, and 6,000 RSUs are scheduled to vest on each of October 1, 2011 and July 1, 2012. Also on January 4, 2011, the Compensation Committee awarded Mr. Roman a cash bonus of \$177,500.

**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 on January 7, 2011.

**NORTHWEST PIPE COMPANY**

(Registrant)

By */s/ Stephanie J. Welty*  
**Stephanie J. Welty,**  
**Senior Vice President and Chief Financial Officer**