

STONE GARY
Form 4
January 11, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)

VP, Quality Assurance

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)
				(A) or (D)	Price		
Common Stock	01/01/2013		M	459 A	1,809	D	
Common Stock	01/01/2013		F	73 ⁽⁴⁾ D	\$ 23.86	D	
Common Stock	01/01/2013		M	195 A	1,931	D	
Common Stock	01/01/2013		F	31 ⁽⁴⁾ D	\$ 23.86	D	
Common Stock	01/01/2013		M	808 A	2,708	D	

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.

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.