

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/01/2013		M	459 A (1)	1,809	D	
Common Stock	01/01/2013		F	73 (4) D \$ 23.86	1,736	D	
Common Stock	01/01/2013		M	195 A (2)	1,931	D	
Common Stock	01/01/2013		F	31 (4) D \$ 23.86	1,900	D	
Common Stock	01/01/2013		M	808 A (3)	2,708	D	

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Common Stock      01/01/2013      F      129 <sup>(4)</sup> D      \$ 23.86      2,579      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. P... Der... Sec... (Ins...)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<sup>(5)</sup>	01/01/2013		M	459	<sup>(6)</sup> <sup>(6)</sup>	Common Stock	459
Restricted Stock Units	<sup>(5)</sup>	01/01/2013		M	195	<sup>(7)</sup> <sup>(7)</sup>	Common Stock	195
Performance Shares	<sup>(8)</sup>	01/01/2013		M	808	<sup>(8)</sup> <sup>(8)</sup>	Common Stock	808

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STONE GARY  
5721 SE COLUMBIA WAY SUITE 200  
VANCOUVER, WA 98661

VP, Quality Assurance

## Signatures

Gary Stone      01/10/2013

          
\*\*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 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.

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