#### NORTHWEST PIPE CO

Form 4 April 22, 2016

# FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NORTHWEST PIPE CO [NWPX]

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X\_ Officer (give title

10% Owner Other (specify

5721 SE COLUMBIA WAY SUITE

(Street)

(State)

200

04/19/2016

below) Exec VP, Water Transmission

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

VANCOUVER, WA 98661

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

(A) or

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common

Stock

6,843

Reported

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: NORTHWEST PIPE CO - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/19/2016		M	24,627	(2)	(2)	Common Stock	24,627
Performance Shares	(3)					(3)	(3)	Common Stock	5,455 (3)

# **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Director 10% Owner Other

Smith William M 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661

Exec VP, Water Transmission

### **Signatures**

/s/ William

Smith 04/22/2016 Date

\*\*Signature of Reporting Person

### **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) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (2) The Restricted Stock Units vest on January 16, 2018.

Performance Shares vest in an amount ranging from 0-200% to the extent such Performance Shares are earned. Performance Shares are (3) earned based on Northwest Pipe Company's total shareholder return for a specific time period 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.

Reporting Owners 2