NORTHWEST PIPE CO

Form 4

February 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STOKES GARY A

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)

1.Title of

Security

(Instr. 3)

(First)

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

5721 SE COLUMBIA WAY SUITE

200

02/19/2009

(Month/Day/Year)

below)

President, Water Transmission

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

(Instr. 3, 4 and 5)

(Instr. 8)

M

Form filed by More than One Reporting

Person

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

VANCOUVER, WA 98661

(State) (Zip) 2. Transaction Date 2A. Deemed

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)

(A)

Reported Transaction(s)

8,808

or (Instr. 3 and 4) (D) Price

Common Stock

02/19/2009

Code V Amount 160

Α (1)

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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

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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 on f 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. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/19/2009		M	160	(3)	(3)	Common Stock	160	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STOKES GARY A 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661

President, Water Transmission

Signatures

Gary Stokes 02/23/2009

**Signature of Person Date

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) Represents shares acquired pursuant to vesting of Restricted Stock Units.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (3) The Restricted Stock Units vest in 3 equal installments on February 18, 2009, August 18, 2009 and February 18, 2010.

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.

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