

MONTROSS SCOTT J
Form 4
October 12, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTROSS SCOTT J

(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)

10/10/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/10/2011	M		5,681		(2)	(2)	Common Stock	5,681	
Performance Shares	(3)	10/10/2011	M		7,576		(3)	(3)	Common Stock	(3)	
Performance Shares	(4)	10/10/2011	M		3,788		(4)	(4)	Common Stock	(4)	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MONTROSS SCOTT J
5721 SE COLUMBIA WAY SUITE 200
VANCOUVER, WA 98661

Chief Operating Officer

Signatures

Scott Montross

10/12/2011

**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) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.

(2) The Restricted Stock Units vest in installments as follows: 2/3 on January 1, 2013 and 1/3 on January 1, 2014.

The Performance Shares vest on January 1, 2013 in an amount ranging from 0 - 200% to the extent such Performance Shares are earned.

(3) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2011 - 2012 relative to the total shareholder return of a peer group over the same period.

The Performance Shares vest on January 1, 2014 in an amount ranging from 0 - 200% to the extent such Performance Shares are earned.

(4) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2011 - 2013 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.

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