

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-28**

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([HTML Version](#) on secdatabase.com)

REPORTING OWNER

HANSON MICHAEL J

CIK: **1063525**

Type: **4** | Act: **34** | File No.: **001-10499** | Film No.: **081048679**

Mailing Address

*600 MARKET STREET WEST
PO NBOX 1318
HURON SD 57350*

Business Address

*600 MARKET STREET WEST
PO BOX 1318
HURON SD 57350*

ISSUER

NORTHWESTERN CORP

CIK: **73088** | IRS No.: **460172280** | State of Incorporation: **DE** | Fiscal Year End: **1206**

SIC: **4931** Electric & other services combined

Mailing Address

*125 S DAKOTA AVENUE
SUITE 1100
SIOUX SD 57104*

Business Address

*125 S DAKOTA AVENUE
SUITE 1100
SIOUX SD 57104
6059782908*

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

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. Name and Address of Reporting Person HANSON MICHAEL J			2. Issuer Name and Ticker or Trading Symbol NORTHWESTERN CORP [NWE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Officer and Director		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2008			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3010 WEST 69TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)			SIoux FALLS, SD 57108					
(City)			(State)			(Zip)		

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	(A) or (D)	Price			
COMMON STOCK ⁽¹⁾	08/28/2008		F		2,338	D	\$25.88	55,272	D	
COMMON STOCK	08/28/2008		J		19,241	D	⁽²⁾	36,031	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- SHARES WITHHELD TO PAY FEDERAL INCOME TAX OBLIGATION FOR THE ACCELERATED VESTING OF LONG-TERM INCENTIVE PLAN STOCK UPON RESIGNATION FROM THE COMPANY.
- SHARES FORFEITED UNDER THE COMPANY'S LONG-TERM INCENTIVE PLAN UPON RESIGNATION FROM THE COMPANY.

Signatures

Michael J. Hanson

** Signature of Reporting Person

08/29/2008

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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