

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-01**
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REPORTING OWNER

STOKES GARY A

CIK: **1249910**

Type: **4** | Act: **34** | File No.: **000-27140** | Film No.: **13525896**

Mailing Address
2667 SW UPPER DRIVE
PLACE
PORTLAND OR 97201

ISSUER

NORTHWEST PIPE CO

CIK: **1001385** | IRS No.: **930557988** | State of Incorporation: **OR** | Fiscal Year End: **1231**
SIC: **3317** Steel pipe & tubes

Mailing Address
5721 SE COLUMBIA WAY
SUITE 200
VANCOUVER WA 98661

Business Address
5721 SE COLUMBIA WAY
SUITE 200
VANCOUVER WA 98661
3603976250

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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 STOKES GARY A			2. Issuer Name and Ticker or Trading Symbol NORTHWEST PIPE CO [NWPX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior VP, Sales & Marketing		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2013					
5721 SE COLUMBIA WAY SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) VANCOUVER, WA 98661								
(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	01/01/2013		M		2,258	A	(1)	22,545	D	
Common Stock	01/01/2013		F		880 (4)	D	\$23.86	21,665	D	
Common Stock	01/01/2013		M		902	A	(2)	22,567	D	
Common Stock	01/01/2013		F		351 (4)	D	\$23.86	22,216	D	
Common Stock	01/01/2013		M		3,974	A	(3)	26,190	D	
Common Stock	01/01/2013		F		1,549 (4)	D	\$23.86	24,641	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	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(5)	01/01/2013		M		2,258		(6)	(6)	Common Stock	2,258	(5)	3,836	D	

Restricted Stock Units	(5)	01/01/2013		<u>M</u>		902	(7)	(7)	Common Stock	902	(5)	3,836	D	
Performance Shares	(8)	01/01/2013		<u>M</u>		3,974	(8)	(8)	Common Stock	3,974	(8)	10,380 ⁽⁹⁾	D	

Explanation of Responses:

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

Signatures

Gary Stokes

** Signature of Reporting Person

01/10/2013

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.