

NORTHWEST PIPE CO
 Form 4
 January 20, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 NORTHWEST PIPE CO [NWPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5721 SE COLUMBIA WAY SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec VP, Operations

(Street)

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

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

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	01/15/2016		M	379	A	Ⓐ	6,557	D
Common Stock	01/15/2016		F	123	Ⓐ	\$ 8.73	6,434	D
Common Stock	01/15/2016		M	606	A	Ⓐ	7,040	D
Common Stock	01/15/2016		F	197	Ⓐ	\$ 8.73	6,843	D

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

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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)

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 Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	01/15/2016		M	379	(5)	(5)	Common Stock	379
Restricted Stock Units	(4)	01/15/2016		M	606	(6)	(6)	Common Stock	606
Performance Shares	(7)					(7)	(7)	Common Stock	(7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith William M 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661			Exec VP, Operations	

Signatures

/s/ William M. Smith
01/20/2016

**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) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2013.
- (2) Represents shares withheld by the issuer for payment of taxes incurred upon vesting event consistent with company policy.

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- (3) Represents shares acquired pursuant to vesting of Restricted Stock Units granted in 2014.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (5) The Restricted Stock Units vest in installments as follows: 1/3 on January 15, 2014, 1/3 on January 15, 2015 and 1/3 on January 15, 2016.
- (6) The Restricted Stock Units vest in installments as follows: 1/3 on January 15, 2015, 1/3 on January 15, 2016 and 1/3 on January 15, 2017.
Performance Shares vest in an amount ranging from 0-200% to the extent such Performance Shares are earned. Performance Shares are
- (7) 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.

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