

DUNHAM BRIAN W
 Form 4
 August 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
 DUNHAM BRIAN W

(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)
 08/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/18/2009 | | M | | 563 A \$ 129,060 | D | |
| Common Stock | 08/18/2009 | | M | | 422 A \$ 129,482 | D | |
| Common Stock | 08/18/2009 | | M | | 2,111 A \$ 131,593 | D | |
| Common Stock | 08/18/2009 | | F | | 738 D \$ 130,855 | D | |
| Common Stock | 08/18/2009 | | F | | 147 D \$ 130,708 | D | |

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Common Stock 08/18/2009 F 197 D \$ 34 130,511 D

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 (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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted stock units | (2) | 08/18/2009 | | M | 563 | (5) | (5) | Common Stock | 563 |
| Restricted stock units | (2) | 08/18/2009 | | M | 422 | (4) | (4) | Common Stock | 422 |
| Restricted Stock Units | (2) | 08/18/2009 | | M | 2,111 | (3) | (3) | Common Stock | 2,111 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNHAM BRIAN W 5721 SE COLUMBIA WAY SUITE 200 VANCOUVER, WA 98661 | X | | President & CEO | |

Signatures

Brian Dunham 08/20/2009

**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.
- (2) Each restricted stock unit represents a contingent right to receive one share of Northwest Pipe Company common stock.
- (3) The restricted stock units vested in full on August 18, 2009.
- (4) The restricted stock units vest in 3 equal installments on February 18, 2009, August 18, 2009 and February 18, 2010.
- (5) The restricted stock units vest 40% on August 18, 2009, 40% on August 18, 2010 and 20% on August 18, 2011.

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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