

NORTHWEST PIPE CO
 Form 3
 August 29, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smith William M | | (Month/Day/Year) | NORTHWEST PIPE CO [NWPX] | |
| (Last) | (First) | (Middle) | 08/27/2013 | |
| 5721 SE COLUMBIA WAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SUITE 200 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| VANCOUVER, Â WA Â 98661 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Exec VP, Water Transmission | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,154 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 485 | \$ (1) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 761 | \$ (1) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 1,137 | \$ (1) | D | Â |
| Performance Shares | Â (5) | Â (5) | Common Stock | 971 | \$ (5) | D | Â |
| Performance Shares | Â (6) | Â (6) | Common Stock | 1,141 | \$ (6) | D | Â |
| Performance Shares | Â (7) | Â (7) | Common Stock | 2,283 | \$ (7) | D | Â |
| Performance Shares | Â (8) | Â (8) | Common Stock | 3,410 | \$ (8) | D | Â |

Reporting Owners

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

Signatures

William M. Smith 08/27/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 on January 1, 2014.
- (3) The Restricted Stock Units vest in installments as follows: 1/2 on January 1, 2014 and 1/2 on January 1, 2015.
- (4) 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.

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

- (5) 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.
- (6) 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.

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The Performance Shares vest on January 1, 2015 in an amount ranging from 0-200% to the extent such Performance Shares are earned.

- (7) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2012-2014 relative to the total shareholder return of a peer group over the same period.

The Performance Shares vest on January 15, 2016 in an amount ranging from 0-200% to the extent such Performance Shares are earned.

- (8) Performance Shares are earned based on Northwest Pipe Company's total shareholder return for 2013-2015 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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