

NORTHWEST PIPE CO  
Form 8-K  
December 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 22, 2010**

**NORTHWEST PIPE COMPANY**

(Exact name of registrant as specified in its charter)

**OREGON**  
(State or other jurisdiction  
of incorporation)

**0-27140**  
(Commission  
File Number)

**93-0557988**  
(I.R.S. Employer  
Identification No.)

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5721 SE Columbia Way, Suite 200

Vancouver, WA 98661

(360) 397-6250

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

At the Company's Annual Meeting of Shareholders on December 22, 2010, the Company's shareholders: (i) elected four directors; and (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for the year ended December 31, 2010. Set forth below are the voting results for each of these proposals.

Item 1: Election of four directors:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-votes</b>
Wayne B. Kingsley (one-year term)	3,581,422	3,639,494	1,170,386
Keith R. Larson (two-year term)	3,583,422	3,637,494	1,170,386
James E. Declusin (three-year term)	6,942,264	278,652	1,170,386
Michael C. Franson (three-year term)	3,593,372	3,627,544	1,170,386

Item 2: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accountants for the year ending December 31, 2010:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-votes</b>
8,332,904	53,513	4,885	

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on December 28, 2010.

**NORTHWEST PIPE COMPANY**

(Registrant)

By */s/ Stephanie J. Welty*  
**Stephanie J. Welty,**  
Senior Vice President and Chief Financial Officer