

PG&E CORP
Form 4
January 04, 2008

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 *
DARBEE PETER A

(Last) (First) (Middle)

**PG&E CORPORATION, ONE
MARKET, SPEAR TOWER, SUITE
2400**

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PG&E CORP [PCG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2008

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)
Chairman, President and 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 | 01/02/2008 | | S ⁽¹⁾ | 100 D \$ 42.69 | 156,852.68 ⁽²⁾ | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | 100 D \$ 42.89 | 156,752.68 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | 300 D \$ 43.02 | 156,452.68 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | 300 D \$ 43.12 | 156,152.68 | D | |
| Common Stock | 01/02/2008 | | S ⁽¹⁾ | 600 D \$ 43.19 | 155,552.68 | D | |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|------------|---|
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 43.2 | 155,152.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 900 | D | \$ 43.21 | 154,252.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 43.23 | 153,552.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 43.24 | 153,252.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 43.25 | 152,852.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 43.26 | 152,252.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 43.29 | 151,252.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 43.3 | 150,952.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 43.32 | 150,652.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 403 | D | \$ 43.34 | 150,249.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 1,400 | D | \$ 43.35 | 148,849.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 900 | D | \$ 43.36 | 147,949.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 43.37 | 147,149.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.38 | 146,949.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 900 | D | \$ 43.39 | 146,049.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 497 | D | \$ 43.4 | 145,552.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.41 | 145,352.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 95 | D | \$ 43.42 | 145,257.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 43.43 | 144,457.68 | D |
| Common Stock | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 43.44 | 144,357.68 | D |
| | 01/02/2008 | <u>S⁽¹⁾</u> | 100 | D | | 144,257.68 | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|------------|---|
| Common Stock | | | | | \$ 43.45 | | |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 5 | D | \$ 43.47 | 144,252.68 | D |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 400 | D | \$ 43.48 | 143,852.68 | D |
| Common Stock | 01/02/2008 | S ⁽¹⁾ | 400 | D | \$ 43.5 | 143,452.68 | D |

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

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 control number.

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DARBEE PETER A PG&E CORPORATION ONE MARKET, SPEAR TOWER, SUITE 2400 SAN FRANCISCO, CA 94105 | X | | Chairman, President and CEO | |

Signatures

Eric Montizambert, Attorney-in-Fact for Peter A. Darbee (signed Power of Attorney on file with SEC)

01/04/2008

__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) Transaction pursuant to reporting person's Rule 10b5-1 instruction.

Includes 11,408.91 Special Incentive Stock Ownership Premiums (SISOPs) (Phantom stock) awarded pursuant to the PG&E Corporation Executive Stock Ownership Program, and reflects the acquisition of 80.60 SISOPs on April 16, 2007, 89.85 SISOPs on July 16, 2007,

(2) and 85.02 SISOPs on October 15, 2007 pursuant to a dividend award feature of the PG&E Corporation Executive Stock Ownership Program. SISOPs vest three years after the date of grant subject to accelerated vesting upon certain events. Unvested SISOPs are subject to forfeiture if certain stock ownership targets are not met. Vested SISOPs are automatically payable in an equal number of shares following termination of employment.

Remarks:

REMARKS: This is the second of four Forms 4 filed by the reporting person on the same date.

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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