

PACIFIC GAS & ELECTRIC Co  
Form 8-K  
December 01, 2011

**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: December 1, 2011

(Date of earliest event reported)

**PG&E CORPORATION**

(Exact Name of Registrant as specified in Charter)

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

**1-12609**  
(Commission  
File Number)

**94-3234914**  
(IRS Employer  
Identification No.)

**One Market, Spear Tower,**

**Suite 2400, San Francisco, CA**  
(Address of principal executive offices)

**415-267-7000**

**94105**  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

# **PACIFIC GAS AND ELECTRIC COMPANY**

(Exact Name of Registrant as specified in Charter)

**California**  
(State or other jurisdiction

**1-2348**  
(Commission

**94-0742640**  
(IRS Employer

of incorporation)

File Number)

Identification No.)

**77 Beale Street, P. O. Box 770000,**

**San Francisco, California**  
(Address of principal executive offices)

**(415) 973-7000**

**94177**  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

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- .. 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 8.01. Other Events**

On December 1, 2011, Pacific Gas and Electric Company completed its sale of \$250,000,000 aggregate principal amount of its 4.50% Senior Notes due December 15, 2041. For further information concerning the notes, refer to the exhibits attached to this report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated November 28, 2011 in connection with the offering of \$250,000,000 aggregate principal amount of Pacific Gas and Electric Company's 4.50% Senior Notes due December 15, 2041.        |
| 4.1                | Sixteenth Supplemental Indenture dated as of December 1, 2011 relating to the issuance of \$250,000,000 aggregate principal amount of Pacific Gas and Electric Company's 4.50% Senior Notes due December 15, 2041. |
| 4.2                | Specimen of 4.50% Senior Notes due December 15, 2041 (included as Exhibit A to Sixteenth Supplemental Indenture filed as Exhibit 4.1).   |
| 5.1                | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes.   |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

PG&E CORPORATION

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

Dated: December 1, 2011

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

Dated: December 1, 2011

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