

Rosenberg Rand L
Form 4
January 03, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Rosenberg Rand L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PG&E CORPORATION, ONE
MARKET, SPEAR TOWER, SUITE
2400

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

____ Director
 Officer (give title below) _____ Other (specify below)
SVP Corp. Strategy & Dev.

(Street)
SAN FRANCISCO,, CA 94105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/02/2008		A		24.46 <u>(1)</u>	A	\$ 0 23,697.46 D
Common Stock	01/02/2008		S ⁽²⁾		100	D	\$ 42.89 23,597.46 D
Common Stock	01/02/2008		S ⁽²⁾		200	D	\$ 43.02 23,397.46 D
Common Stock	01/02/2008		S ⁽²⁾		700	D	\$ 43.2 22,697.46 D
Common Stock	01/02/2008		S ⁽²⁾		200	D	\$ 43.21 22,497.46 D

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Common Stock	01/02/2008	<u>S(2)</u>	100	D	\$ 43.22	22,397.46	D
Common Stock	01/02/2008	<u>S(2)</u>	300	D	\$ 43.23	22,097.46	D
Common Stock	01/02/2008	<u>S(2)</u>	200	D	\$ 43.27	21,897.46	D
Common Stock	01/02/2008	<u>S(2)</u>	200	D	\$ 43.29	21,697.46	D
Common Stock	01/02/2008	<u>S(2)</u>	300	D	\$ 43.3	21,397.46	D
Common Stock	01/02/2008	<u>S(2)</u>	100	D	\$ 43.31	21,297.46	D
Common Stock	01/02/2008	<u>S(2)</u>	100	D	\$ 43.34	21,197.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.35	20,797.46	D
Common Stock	01/02/2008	<u>S(2)</u>	300	D	\$ 43.36	20,497.46	D
Common Stock	01/02/2008	<u>S(2)</u>	300	D	\$ 43.39	20,197.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.4	19,797.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.41	19,397.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.43	18,997.46	D
Common Stock	01/02/2008	<u>S(2)</u>	200	D	\$ 43.48	18,797.46	D
Common Stock	01/02/2008	<u>S(2)</u>	100	D	\$ 43.49	18,697.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.52	18,297.46	D
Common Stock	01/02/2008	<u>S(2)</u>	200	D	\$ 43.59	18,097.46	D
Common Stock	01/02/2008	<u>S(2)</u>	400	D	\$ 43.6	17,697.46	D
Common Stock	01/02/2008	<u>S(2)</u>	437	D	\$ 43.62	17,260.46	D
Common Stock	01/02/2008	<u>S(2)</u>	100	D	\$ 43.63	17,160.46	D
	01/02/2008	<u>S(2)</u>	300	D		16,860.46 ⁽³⁾	D

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 Special Incentive Stock Ownership Premiums (SISOP) (phantom stock) awarded pursuant to 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.
- (2) Transaction pursuant to reporting person's Rule 10b5-1 instruction.
- (3) Includes 24.46 SISOPs awarded pursuant to the PG&E Corporation Executive Stock Ownership Program.
- (4) Represents the approximate number of shares of PG&E Corporation common stock held for the reporting person in the PG&E Corporation Retirement Savings Plan (RSP). That fund holds units consisting of PG&E Corporation common stock and a small short-term investments component. The number of shares is computed by dividing the value of the units by the daily closing price. Dividends are automatically invested in additional units at the election of the participant. These holdings have been trued up to conform to the RSP balance at January 2, 2008, and reflect the acquisition of approximately 0.41 shares on April 16, 2007, 0.88 shares on July 16, 2007, and 0.84 shares on October 15, 2007 due to dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.