#### RAMBO BARBARA L

Form 4 March 05, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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 See Instruction

1(b).

(Last)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* RAMBO BARBARA L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

PG&E CORP [PCG]

3. Date of Earliest Transaction

(Check all applicable)

C/O PG&E CORPORATION, ONE

(Month/Day/Year) 03/03/2008

X\_ Director 10% Owner Officer (give title Other (specify below)

MARKET, SPEAR TOWER, SUITE 2400

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SAN FRANCISCO., CA 94105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6.

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership (Instr. 4) **Following** Indirect (I) Reported (Instr. 4)

D

(A) Transaction(s) or (Instr. 3 and 4) (D) Price

Code V Amount Common 03/03/2008 A \$0 Α Stock

 $1,055 \frac{(1)}{2}$ 6,334.12

Common 1,055.13 03/03/2008 \$0 7,389.25 (3) D A Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

RAMBO BARBARA L C/O PG&E CORPORATION ONE MARKET, SPEAR TOWER, SUITE 2400 SAN FRANCISCO,, CA 94105

X

## **Signatures**

Eric Montizambert, Attorney-in-Fact for Barbara L. Rambo (signed Power of Attorney on file with SEC)

03/05/2008

\*\*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) Restricted shares granted under the PG&E Corporation 2006 Long-Term Incentive Plan (LTIP).
- Restricted Stock Units under the LTIP. Restricted Stock Units are payable in common stock on a one-for-one basis upon a director's **(2)** death, disability, retirement, or a change in control, as defined in the LTIP.

This total includes 1,000.09 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 6.88 units of phantom stock on 1/16/07, 7.01 units of phantom stock on 4/16/07, 7.81 units of phantom stock on 7/16/07, 7.39 units of phantom stock on 10/15/07, and 8.21 units of phantom stock on 1/15/08, pursuant to a dividend

(3) reinvestment feature of the SIP. This total also includes 1,725.02 Restricted Stock Units granted under the LTIP, and reflects the acquisition of 5.86 Restricted Stock Units on 1/16/07, 12.09 Restricted Stock Units on 4/16/07, 13.47 Restricted Stock Units on 7/16/07, 12.75 Restricted Stock Units on 10/15/07, and 14.15 Restricted Stock Units on 1/15/08, pursuant to a dividend reinvestment feature of the LTIP. The phantom stock units and the Restricted Stock Units are automatically payable in stock only.

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.

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