

PG&E CORP
Form S-8 POS
March 04, 2004

As filed with the Securities and Exchange Commission on March 4, 2004
Registration No. 333-46772

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

PG&E CORPORATION
(Exact name of registrant as specified in its charter)

California 94-3234914
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)
One Market, Spear Street Tower, Suite 2400
San Francisco, California 94105

(Address of principal executive offices) (zip code)

PG&E CORPORATION RETIREMENT SAVINGS PLAN (INCLUDING THE PG&E CORPORATION
RETIREMENT SAVINGS PLAN FOR UNION-REPRESENTED EMPLOYEES) AS SUCCESSOR TO
THE PACIFIC GAS AND ELECTRIC COMPANY
SAVINGS FUND PLAN FOR UNION-REPRESENTED EMPLOYEES

(Full title of the Plan)
Gary P. Encinas, Esq.
One Market, Spear Tower
Suite 400
San Francisco, California 94105

(Name and address of agent for service)

Telephone number, including area code, of agent for service:(415) 267-7000

As of March 1, 2004, the Pacific Gas and Electric Company Savings Fund Plan for Union-Represented Employees (the "SFP") merged into the PG&E Corporation Retirement Savings Plan for Union-Represented Employees, which constitutes part of the PG&E Corporation Retirement Savings Plan (the "RSP") and the participants of the SFP became participants in the RSP. This Post-Effective Amendment No. 1 to Registration Statement No. 333-46772 is being filed solely to indicate that the remaining shares of PG&E Corporation common stock registered hereunder as of March 1, 2004, together with an indeterminate amount of corresponding plan interests, may be offered

and sold only to the participants in the RSP, including former SFP participants.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of San Francisco, State of California, on the 4th day of March, 2004.

PG&E CORPORATION
(Registrant)

GARY P. ENCINAS

By: _____

GARY P. ENCINAS

Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

| | <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|----|---|--|---------------|
| A. | Principal Executive Officer | | |
| | * <u>ROBERT D. GLYNN, JR.</u> Robert D. Glynn, Jr. | Chairman of the Board, President, and Chief Executive Officer | March 4, 2004 |
| B. | Principal Financial Officer | | |
| | * <u>PETER A. DARBEE</u> Peter A. Darbee | Senior Vice President and Chief Financial Officer | March 4, 2004 |
| C. | Controller or Principal Accounting Officer | | |
| | * <u>CHRISTOPHER P. JOHNS</u> Christopher P. Johns | Senior Vice President and Controller | March 4, 2004 |
| D. | Directors | | |
| | * <u>DAVID R. ANDREWS</u> David R. Andrews | | March 4, 2004 |
| | _____ Leslie S. Biller | | March 4, 2004 |
| | _____ David A. Coulter | | March 4, 2004 |
| | * <u>C. LEE COX</u> C. Lee Cox | | March 4, 2004 |

*WILLIAM S. DAVILA

William S. Davila

March 4, 2004

*ROBERT D. GLYNN, JR.

Robert D. Glynn, Jr.

March 4, 2004

*DAVID M. LAWRENCE

David A. Lawrence

March 4, 2004

*MARY S. METZ

Mary S. Metz

March 4, 2004

*CARL E. REICHARDT

Carl E. Reichardt

March 4, 2004

*BARRY LAWSON WILLIAMS

Barry Lawson Williams

March 4, 2004

GARY P. ENCINAS

*By: _____

(GARY P. ENCINAS

Attorney-in-Fact)

The Plan. Pursuant to the requirements of the Securities Act of 1933, the administrators of the Plan listed below has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of San Francisco, State of California, on the 4th day of March, 2004.

THE PG&E CORPORATION RETIREMENT SAVINGS PLAN
(INCLUDING THE PG&E CORPORATION RETIREMENT SAVINGS
PLAN FOR UNION-REPRESENTED EMPLOYEES) AS SUCCESSOR
TO THE PACIFIC GAS AND ELECTRIC COMPANY SAVINGS FUND
PLAN FOR UNION-REPRESENTED EMPLOYEES

BRUCE R. WORTHINGTON

By: _____

Bruce R. Worthington

Chairman, Employee Benefit Committee