PG&E CORP Form 8-K August 12, 2010

> 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: August 11, 2010 (Date of earliest event reported)

PG&E CORPORATION (Exact Name of Registrant as specified in Charter) California 1-12609 94-3234914 (State or other (IRS jurisdiction of (Commission FileEmployer incorporation) Number) Identification No.)

One Market, Spear Tower, 1. Title of Suite 2400, San Francisco, Security (Instr. 3)			2. Transaction Da (Month/Day/Yea	ate2A. Deemed r) Execution Date, if any (Month/Day/Year	(Instr. 8)	Acquilitemberficially Form: (A) Owned Direct (E) or Following or Indired Disposeplorted (I) of Transaction(s) (Instr. 4) (D) (Instr. 3 and 4) (Instr. 3, 4 and	7. Nature ip of Indirect Beneficial 9) Ownership ct (Instr. 4)
Code	V Amo	(A) or unt (D) Pri	се			5)	
Common Stock Common Stock Common Stock Common Stock	03/04/2008	М	10,000	А	\$ 31,500 48.32 (2)	D	
	03/04/2008	S	10,000	D	$81.3\frac{21,500}{(2)}$	D	
	03/04/2008	М	8,000	А	\$ 29,500 56.12 (2)	D	
	03/04/2008	S	8,000	D	$\$81.3\frac{21,500}{(2)}$	D	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 82.9					03/16/2007	03/16/2016	Common Stock	25,000
Stock Option (right to buy) <u>(1)</u>	\$ 56.12	03/04/2008		М	8,000	03/03/2007	03/03/2015	Common Stock	8,000
Stock Option (right to buy) <u>(1)</u>	\$ 48.32	03/04/2008		М	10,000) 02/23/2005	02/23/2014	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GRAUL JOHN C/O PUBLIC STORAGE 701 WESTERN AVENUE GLENDALE, CA 91201-2349			Senior Vice Pres	sident		
Signatures						
/s/ Stephanie G. Heim, Attorney in Fact		03/04/2				
<u>**</u> Signature of Reporting Person		Date				

**Signature of Reporting Person

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) Stock options granted pursuant to the 2001 Stock Option and Incentive Plan.
- (2) Includes 15,625 restricted stock units.

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.

EXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">Item 9.01 Financial Statements and Exhibits

Exhibits

The following exhibit is being furnished, and is not deemed to be filed:

Exhibit 99 PG&E Corporation materials used in investor discussions at the Goldman Sachs Power and Utility Conference in New York, N.Y. on August 12, 2010

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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

Dated: August 11, 2010

By:

LINDA Y.H. CHENG LINDA Y.H. CHENG Vice President, Corporate Governance and Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

Dated: August 11, 2010

By:

LINDA Y.H. CHENG LINDA Y.H. CHENG Vice President, Corporate Governance and Corporate Secretary

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EXHIBIT INDEX

Exhibit 99 PG&E Corporation materials used in investor discussions at the Goldman Sachs Power and Utility Conference in New York, N.Y. on August 12, 2010 • The transaction is subject to customary closing conditions, including domestic and foreign regulatory approvals, as well as the approval of shareholders. It is expected to close in early 2010.

Forward-Looking Statements

This document contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: the unprecedented volatility in the global economy; the risk that the future business operations of the Company will not be successful; the risk that we will not realize all of the anticipated benefits from our transaction with Xerox; the risk that customer retention and revenue expansion goals for the Xerox transaction will not be met and that disruptions from the Xerox transaction will harm relationships with customers, employees and suppliers; the risk that unexpected costs will be incurred; the outcome of litigation (including with respect to the Xerox transaction) and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections of our 2009 Annual Report on Form 10-K and Xerox's 2008 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 filed with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

Additional Information

The proposed merger transaction involving the Company and Xerox will be submitted to the respective stockholders of the Company and Xerox for their consideration. In connection with the proposed merger, the Company will file a joint proxy statement with the SEC (which such joint proxy statement will form a prospectus of a registration statement on Form S-4 that will be filed by Xerox with the SEC). The Company and Xerox will each mail the joint proxy statement/prospectus to its stockholders. The Company and Xerox urge investors and security holders to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. You may obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about the Company and Xerox, without charge, at the SEC's Internet site (http://www.sec.gov). Copies of the joint proxy statement/prospectus can also be obtained, when available, without charge, from the Company's website, www.acs-inc.com, under the heading "Investor Relations" and then under the heading "SEC Filings".

The Company, Xerox and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of the Company and Xerox in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of the Company and Xerox in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about the Company's executive officers and directors in its definitive proxy statement filed with the SEC on April 14, 2009. You can find information about Xerox's executive officers and directors in its definitive proxy statement filed with the SEC on April 6, 2009. You can obtain free copies of these documents from the Company and

Explanation of Responses:

Xerox websites using the contact information above.

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