

Edgar Filing: PG&E CORP - Form 144

PG&E CORP
 Form 144
 November 12, 2003

OMB APPROVAL

 OMB Number: 3235-0101
 Expires: August 31, 2003
 Estimated average burden
 hours per response.....2.0

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549
 FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT
 TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY

 DOCUMENT SEQUENCE NO.

 CUSIP NUMBER

ATTENTION: Transmit for filing 3 copies of this
 form concurrently with either placing
 an order with a broker to execute
 sale or executing a sale directly
 with a market maker.

 WORK LOCATION

 1 (a) NAME OF ISSUER (PLEASE TYPE OR PRINT) (b) I.R.S. IDENT. NO. (c) S.E.C.
 PG&E Corporation 943234914 001-12

 1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP COD
 One Market Spear Tower, San Francisco CA 94105
 Suite 2400

 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT (b) I.R.S. IDENT. (c) RELATIONSHIP (d) ADDRESS
 THE SECURITIES ARE TO BE SOLD NO. TO ISSUER
 Continental Casualty Company 362114545 none CNA Plaza - 23

INSTRUCTION: The person filing this notice should contact the issuer to obtain
 the I.R.S. Identification Number and the S.E.C. File Number.

 3 (a) (b) (c) (d)
 TITLE OF THE CLASS OF NAME AND ADDRESS OF EACH BROKER S.E.C. USE ONLY NUMBER OF
 SECURITIES THROUGH WHOM THE SECURITIES ARE TO BE OR OTHER
 TO BE SOLD OFFERED OR EACH MARKET MAKER WHO IS BROKER-DEALER TO BE S
 ACQUIRING THE SECURITIES FILE NUMBER (See Instr

 Common Stock Oppenheimer & Company, Attn.: Steven 14,82
 Grodko, 125 Broad Street, 14th Floor, New
 York, NY 10004

Edgar Filing: PG&E CORP - Form 144

(e) NUMBER OF SHARES OR OTHER UNITS OUTSTANDING (See Instr. 3(e))	(f) APPROXIMATE DATE OF SALE (See instr. 3(f)) (MO., DAY, YR.)	(g) NAME OF EACH SECURITIES EXCHANGE (See Instr. 3(g))
412,036,000	11/11/03	New York Stock Exchange

INSTRUCTIONS:

1. (a) Name of issuer.
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's or I.R.S identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 CONTROL NUMBER.

OVER
SEC 1147 (10-00)

TABLE I--SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give	Amount of Securities Acquired
--------------------	-------------------	-----------------------------------	--	-------------------------------

Edgar Filing: PG&E CORP - Form 144

date donor acquired)

Common Stock	10/18/02	Pursuant to the purchase of \$4,000,000 New Tranche B Term Loan of PG&E Corporation, Continental Casualty Company received 14,830 warrants that were convertible into shares of common stock of PG&E Corporation	Lehman Commercial Paper	14,830 warrants that were convertible into common stock of PG&E Corporation
--------------	----------	--	-------------------------	---

INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II--SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	As to Securities
N/A			

REMARKS:

On 10/18/02, Continental Casualty Company purchased \$4,000,000 New Tranche B Term Loan of PG&E Corporation from Lehman Commercial Paper. As part of this transaction, Continental Casualty Company received a certificate for 14,830 warrants that were convertible into PG&E Corporation common stock. On or about 10/28/03, Continental Casualty Company exercised a cashless exercise of all 14,830 warrants and received 14,823 shares of PG&E Corporation common stock. On 11/11/03, Continental Casualty Company sold 14,823 shares of PG&E Corporation common stock pursuant to Rule 144 under the Securities Act of 1933 at an average price of approximately \$24.13 per share through Oppenheimer and Company.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required

Edgar Filing: PG&E CORP - Form 144

by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

November 11, 2003

(DATE OF NOTICE)

/s/

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)