

PG&E CORP
Form 4
September 05, 2007

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 *
WILLIAMS BARRY LAWSON

(Last) (First) (Middle)

C/O PG&E CORPORATION, ONE MARKET, SPEAR TOWER, SUITE 2400

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 08/31/2007 | | M ⁽¹⁾ | | 5,249 A \$ 30.5 | 14,048.29 | D |
| Common Stock | 08/31/2007 | | S ⁽¹⁾ | | 100 D \$ 44.62 | 13,948.29 | D |
| Common Stock | 08/31/2007 | | S ⁽¹⁾ | | 249 D \$ 44.63 | 13,699.29 | D |
| Common Stock | 08/31/2007 | | S ⁽¹⁾ | | 100 D \$ 44.65 | 13,599.29 | D |
| Common Stock | 08/31/2007 | | S ⁽¹⁾ | | 4,800 D \$ 44.7 | 8,799.29 ⁽²⁾ | D |

Common
Stock

2,413.04 ⁽³⁾ I

Held through
the Investor
Services
Program for
Shareholders
of PG&E
Corporation

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 30.5 | 08/31/2007 | | M | 5,249 | ⁽⁴⁾ 01/03/2008 | Common Stock | 5,249 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS BARRY LAWSON
C/O PG&E CORPORATION
ONE MARKET, SPEAR TOWER, SUITE 2400
SAN FRANCISCO, CA 94105

X

Signatures

Linda Y.H. Cheng, Attorney-in-Fact for Barry Lawson Williams (signed Power of Attorney on file with SEC)

09/05/2007

__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) Transaction pursuant to reporting person's Rule 10b5-1 instruction.

This total includes 1,330.15 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 9.30 units of phantom stock on January 16, 2007, 9.47 units of phantom stock on April 16, 2007, and 10.55 units of phantom stock on July 16, 2007, pursuant to a dividend reinvestment feature of the SIP. This total also includes 859.14

(2) Restricted Stock Units granted under the PG&E Corporation 2006 Long-Term Incentive Plan (LTIP), and reflects the acquisition of 6.12 Restricted Stock Units on April 16, 2007, and 6.82 Restricted Stock Units on July 16, 2007, pursuant to a dividend reinvestment feature of the LTIP. The phantom stock units and Restricted Stock Units are automatically payable in stock only.

(3) This total includes 56.75 shares of PG&E Corporation common stock acquired on January 16, 2007, 64.2 shares acquired on April 16, 2007, and 70.69 shares acquired on July 16, 2007 pursuant to a dividend reinvestment feature of the Investor Services Program.

(4) The option vested in three installments: 1,749 shares vested on January 2, 2000, 1,750 shares vested on January 2, 2001, and 1,750 shares vested on January 2, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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