

PORTLAND GENERAL ELECTRIC CO /OR/
Form DEFA14A
April 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Portland General Electric Company

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



*** Exercise Your Right to Vote ***

IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 22, 2013.

PORTLAND GENERAL
ELECTRIC COMPANY

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 18, 2013

Date: May 22, 2013 Time: 10:00 AM PDT

Location: Conference Center Auditorium
Two World Trade Center, 25 SW Salmon Street
Portland, OR 97204

Directions to the meeting are available at the Company's website at www.portlandgeneral.com

PORTLAND GENERAL ELECTRIC
COMPANY
ATTN: WILLIAM VALACH
121 SW SALMON STREET 1WTC0509
PORTLAND, OR 97204

You are receiving this communication because you hold shares in the above named company, and the materials you should review before you cast your vote are now available.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, www.portlandgeneral.com or request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

- Before You Vote -

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. NOTICE AND PROXY STATEMENT 2. ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX (located on the
following page) and visit: www.proxyvote.com or www.portlandgeneral.com.
XXXX

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
2) BY TELEPHONE: 1-800-579-1639
3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 26, 2013 to facilitate timely delivery.

- How To Vote -

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Portland General Electric Company Annual Meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 PM Eastern Time the day before the meeting date.

Have the information that is printed in the box marked by the arrow available and follow the instructions. XXXX XXXX XXXX

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Annual Meeting of Shareholders of Portland General Electric Company will be held on Wednesday, May 23, 2012 at the Conference Center Auditorium located at Two World Trade Center, 25 SW Salmon St, Portland, OR 97204 for the following purposes:

1. Election of Directors.

Nominees:

- | | |
|--------------------------|----------------------------|
| 01) John W. Ballantine | 07) Corbin A. McNeill, Jr. |
| 02) Rodney L. Brown, Jr. | 08) Neil J. Nelson |
| 03) Jack E. Davis | 09) M. Lee Pelton |
| 04) David A. Dietzler | 10) James J. Piro |
| 05) Kirby A. Dyess | 11) Robert T. F. Reid |
| 06) Mark B. Ganz | |

2. To approve, by a non-binding vote, the compensation of named executive officers.

3. To approve the performance criteria under the amended and restated Portland General Electric Company 2006 Stock Incentive Plan.

4. To approve the Portland General Electric Company 2008 Annual Cash Incentive Master Plan for Executive Officers.

5. To ratify the appointment of Deloitte and Touch LLP as the Company's independent registered public accounting firm for the fiscal year 2012.

The items are more fully described in the Proxy Statement. The record date for the annual meeting is March 18, 2013. Only shareholders of record at the close of business on such date are entitled to vote at the annual meeting.

The Board of Directors recommends a vote "FOR" all director nominees, "FOR" approval of the compensation of named executive officers, "FOR" approval of the performance criteria under the amended and restated Portland General Electric Company 2006 Stock Incentive Plan, "FOR" approval of the Portland General Electric Company 2008 Annual Cash Incentive Master Plan for Executive Officers, and "FOR" ratification of the appointment of Deloitte and Touche LLP.