

Park Hyun
Form 4
March 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Park Hyun

(Last) (First) (Middle)

PG&E CORPORATION, 77 BEALE
ST., P.O. BOX 77000

(Street)

SAN FRANCISCO, CA 94177

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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)
Common Stock	01/12/2012		G	V 6,202 D \$ 0	54,515.99	D	
Common Stock	01/12/2012		G	V 6,202 A \$ 0	6,202	I	Park Family Trust
Common Stock	01/13/2012		G	V 18,702 D \$ 0	35,813.99	D	
Common Stock	01/13/2012		G	V 18,702 A \$ 0	24,904	I	Park Family Trust
Common Stock	03/01/2012		F	1,911 D \$ 41.95	33,935.19	D	

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Common Stock	03/01/2012	G	V	6,507	D	\$ 0	27,428.19	D	
Common Stock	03/01/2012	G	V	6,507	A	\$ 0	31,411	I	Park Family Trust
Common Stock	03/01/2012	A		<u>13,175</u> (1)	A	\$ 0	40,603.19 (2)	D	
Common Stock							935.65 (3)	I	Held By Trustee Of PG&E Corporation Retirement Savings Plan

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Park Hyun PG&E CORPORATION 77 BEALE ST., P.O. BOX 77000 SAN FRANCISCO, CA 94177	SVP and General Counsel

Signatures

/s/ Eileen O. Chan, attorney-in-fact for Hyun Park (signed Power of Attorney on file with SEC)

03/05/2012

__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) Restricted Stock Units (RSUs) granted under the PG&E Corporation 2006 Long-Term Incentive Plan. RSUs are payable in shares of PG&E Corporation common stock on a one-for-one basis.

Includes 2,986.19 Special Incentive Stock Ownership Premiums (SISOPs) (phantom stock) pursuant to the PG&E Corporation Executive Stock Ownership Program, and reflects the acquisition of 32.2 SISOPs on 1/17/12 upon the conversion of dividend equivalents received

- (2) on that date. SISOPs vest three years after the date of grant subject to accelerated vesting upon certain events. Unvested SISOPs are subject to forfeiture if certain stock ownership targets are not met. Vested SISOPs are automatically payable in an equal number of shares following termination of employment.

Represents the approximate number of shares of PG&E Corporation common stock held for the reporting person in the PG&E Corporation Stock Fund of the PG&E Corporation Retirement Savings Plan (RSP). That fund holds units consisting of PG&E

- (3) Corporation common stock and a small short-term investments component. The number of shares is computed by dividing the value of the units by the daily closing price. Dividends are automatically invested in additional units at the election of the participant. These holdings have been trued up to conform to the RSP balance at 3/1/2012, and reflect the acquisition of 8.69 shares on 1/17/12 due to dividend reinvestment.

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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