

PG&E Corp
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

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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, 77
BEALE ST., P.O. BOX 770000**

(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)
03/06/2013

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 (A) or (D) Price | | | |
| Common Stock | 03/06/2013 | | M ⁽¹⁾ | 5,037 A \$ 27.23 | 31,185.29 | D | |
| Common Stock | 03/06/2013 | | S ⁽¹⁾ | 5,037 D \$ 43.31 | 26,148.29 | D | |
| Common Stock | 03/06/2013 | | M ⁽¹⁾ | 4,885 A \$ 33.02 | 31,033.29 | D | |
| Common Stock | 03/06/2013 | | S ⁽¹⁾ | 4,885 D \$ 43.31 | 26,148.29 | D | |
| Common Stock | 03/06/2013 | | M ⁽¹⁾ | 4,983 A \$ 37.47 | 31,131.29 | D | |

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Common Stock 03/06/2013 S⁽¹⁾ 4,983 D \$ 43.31 26,148.29 ⁽²⁾ D

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) | \$ 27.23 | 03/06/2013 | | M | 5,037 | ⁽³⁾ 01/03/2014 | Common Stock | 5,037 |
| Stock Option (Right to Buy) | \$ 33.02 | 03/06/2013 | | M | 4,885 | ⁽⁴⁾ 01/04/2015 | Common Stock | 4,885 |
| Stock Option (Right to Buy) | \$ 37.47 | 03/06/2013 | | M | 4,983 | ⁽⁵⁾ 01/03/2016 | Common Stock | 4,983 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS BARRY LAWSON C/O PG&E CORPORATION 77 BEALE ST., P.O. BOX 770000 SAN FRANCISCO, CA 94177 | X | | | |

Signatures

/s/ Eric A. Montizambert, attorney-in-fact for Barry Lawson Williams (signed Power of Attorney of file with SEC)

03/07/2013

__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 1665.90 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 16.46 phantom stock units on 7/16/12, 17.4 phantom stock units on 10/15/2012, and 18.29 units of phantom stock on 1/15/13 pursuant to a dividend reinvestment feature of the SIP. The total also reflects the acquisition of 70.56 RSUs on 7/16/12, 74.92 RSUs on 10/15/12, and 78.73 RSUs on 1/15/13 pursuant to a dividend reinvestment feature of the LTIP. The phantom stock units and RSUs are automatically payable in shares of PG&E Corporation common stock only. This total also includes 5,306.14 shares held in the PG&E Corporation Dividend Reinvestment and Stock Purchase Plan (DRSPP), and reflects 149.65 shares acquired on 7/16/12, 160.62 shares acquired on 10/15/12, and 168.46 shares acquired on 1/15/13 pursuant to a dividend reinvestment feature of the DRSPP.

(3) The option vested in three equal installments of 1,679 shares each on January 2, 2006, January 2, 2007, and January 2, 2008.

(4) The option vested in three installments: 1,629 shares vested on January 3, 2007, 1,628 shares vested on January 3, 2008, and 1,628 shares vested on January 3, 2009.

(5) The option vested in three equal installments of 1,661 shares each on January 3, 2008, January 3, 2009, and January 3, 2010.

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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