

HERRINGER MARYELLEN C

Form 4

January 05, 2006

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HERRINGER MARYELLEN C

(Last) (First) (Middle)

90 SEA VIEW AVENUE

(Street)

PIEDMONT, CA 94611

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2006

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                 |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 01/03/2006                              |   | A                                       | 800 <sup>(1)</sup>   | A \$ 0 800   | D  |   |
| Common<br>Stock                       | 01/03/2006                              |   | A                                       | 400.32 <sup>(2)</sup>  | A \$ 0 1,200.32 <sup>(3)</sup>   | D  |   |
| Common<br>Stock                       |   |   |   |  | 2,100  | I  | Held by<br>Frank C.<br>and<br>Maryellen<br>Cattani<br>Herringer<br>1995<br>Family |

Trust

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|--|---|---|--------------------------------------|--|--|-----|--|--------------------|-----------------|-------------------------------------|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock Option<br>(Right-to-Buy)                      | \$ 37.47   | 01/03/2006                              |   | A                                    |  | 2,491  |     | <u>(4)</u>   | 01/03/2016         | Common<br>Stock | 2,491                               |
| Phantom Stock                                       | <u>(5)</u>   | 01/03/2006                              |   | A                                    |  | 300.24<br><u>(6)</u>   |     | <u>(7)</u>   | <u>(7)</u>         | Common<br>Stock | 300.24                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HERRINGER MARYELLEN C<br>90 SEA VIEW AVENUE<br>PIEDMONT, CA 94611 |               | X         |         |       |

## Signatures

Eric Montizambert, Attorney-In-Fact for Maryellen C. Herringer (signed Power of Attorney on file with SEC)

01/05/2006

\_\_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 shares granted under the PG&E Corporation 2006 Long-Term Incentive Plan (LTIP).

(2) Restricted Stock Units granted under the PG&E Corporation 2006 LTIP. Restricted Stock Units are payable in common stock on a one-for-one basis upon a director's death, disability, retirement, or a change in control, as defined in the PG&E Corporation 2006 LTIP.

(3)

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This total includes 400.32 Restricted Stock Units granted under the PG&E Corporation 2006 LTIP. The Restricted Stock Units are automatically payable in stock only.

- (4) Options become exercisable as to 33% of the options on the second anniversary of the date of grant, as to 66% on the third anniversary, and as to 100% on the fourth anniversary.
- (5) 1 for 1
- (6) Phantom stock acquired upon deferral of compensation under the Deferred Compensation Plan for Non-Employee Directors; exempt under Rule 16b-3(d).
- (7) Phantom stock is payable in accordance with the terms of the Deferred Compensation Plan for Non-Employee Directors.

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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