HERRINGER MARYELLEN C

Form 4

August 06, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PG&E CORP [PCG]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

X_ Director

10% Owner Other (specify

C/O PG&E CORPORATION, 77

08/03/2012

(Middle)

Officer (give title below)

BEALE STREET, P.O. BOX 770000

(Street) 4. If Amendment, Date Original

(Instr. 3, 4 and 5)

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

Filed(Month/Day/Year)

(Instr. 8)

(Month/Day/Year)

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

SAN FRANCISCO, CA 94177

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Following Reported Transaction(s) (Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

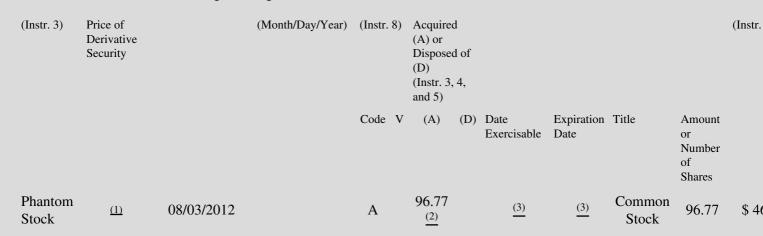
7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

Deriva

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Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other Owner

HERRINGER MARYELLEN C C/O PG&E CORPORATION 77 BEALE STREET, P.O. BOX 770000 SAN FRANCISCO, CA 94177



Signatures

/s/ Eric A. Montizambert, attorney-in-fact for Maryellen C. Herringer (signed Power of Attorney on file with SEC)

08/06/2012

**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) 1 for 1
- (2) Phantom stock acquired upon deferral of compensation under the Deferred Compensation Plan for Non-Employee Directors, exempt under rule 16b-3(d).
- (3) Phantom stock is payable in accordance with the terms of the Deferred Compensation Plan for Non-Employee Directors.
- (4) This total includes 188.58 units of phantom stock acquired on July 16, 2012, pursuant to a dividend reinvestment feature 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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