

RAMBO BARBARA L

Form 4

May 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAMBO BARBARA L

(Last) (First) (Middle)

**C/O 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)
05/14/2012

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)
Common Stock	05/14/2012		A	(A) or (D) 2,041 (1)	\$ 0 17,108.29 (2)	D	

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

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 information contained in this form are not
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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)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
RAMBO BARBARA L C/O PG&E CORPORATION 77 BEALE ST., P.O. BOX 77000 SAN FRANCISCO, CA 94177	X

Signatures

/s/ Eric A. Montizambert, attorney-in-fact for Barbara L. Rambo (signed Power of Attorney on file with SEC)

05/16/2012

__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 (LTIP). RSUs are payable in shares of PG&E Corporation common stock on a one-for-one basis upon the earliest of one year from the date of grant, a director's death, disability, retirement, or a change in control, as defined in the LTIP.

(2) This total includes 1,194.41 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 12.34 units of phantom stock on 7/15/11, 12.45 units of phantom stock on 10/17/11, 12.75 units of phantom stock on 1/17/12, and 12.50 units of phantom stock on 4/16/12, pursuant to a dividend reinvestment feature of the SIP. This total also reflects the acquisition of 82.11 RSUs on 7/15/11, 82.78 RSUs on 10/17/11, 84.77 RSUs on 1/17/12, and 83.16 RSUs on 4/16/12 pursuant to a dividend reinvestment feature of the LTIP. The phantom stock units and the RSUs are automatically payable in shares of PG&E Corporation common stock only.

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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