

PG&E Corp
Form 4
March 04, 2015

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 *
HARVEY KENT M

(Last) (First) (Middle)

**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)
03/02/2015

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 & CFO

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 (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	03/02/2015		A	(A) or (D) Amount (1) 20,446	\$ 0 75,126.69	D	
Common Stock	03/02/2015		F	11,296 D	\$ 53.4 63,830.69 (2)	D	
Common Stock					677.03 (3)	I	

Held By
Trustee Of
PG&E
Corporation
Retirement
Savings Plan

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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 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 Repo 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

HARVEY KENT M
PG&E CORPORATION
77 BEALE ST., P.O. BOX 770000
SAN FRANCISCO, CA 94177

SVP & CFO

Signatures

Eric A. Montizambert, attorney-in-fact for Kent M. Harvey (signed Power of Attorney on file with SEC)

03/04/2015

__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).

- This amount includes 7,337 vested performance shares granted under the PG&E Corporation 2006 Long-Term Incentive Plan (LTIP) for the performance cycle ended 12/31/14 and 13,109 restricted stock units (RSUs) granted under the PG&E Corporation 2014 LTIP. Performance shares and RSUs are payable in shares of PG&E Corporation common stock on a one-for-one basis.
- (1) Includes 3,707.16 SISOPs (phantom stock) awarded pursuant to the PG&E Corporation Executive Stock Ownership Program, and reflects the acquisition of 69.45 SISOPs on 4/15/14, 67.15 SISOPs on 7/15/14, 36.24 SISOPs on 10/15/14, and 29.05 SISOPs on 1/15/15 upon conversion of dividend equivalents received on those dates. In addition, on 9/22/14, the reporting person disposed of 3,404.32 SISOPs in a transaction exempted from Section 16. 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

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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 Corporation common stock and a small short-term investments component. The number of shares is computed by dividing the value of
- (3) 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 3/2/15, and reflect the acquisition of 123.12 shares on 4/15/14, 119.55 shares on 7/15/14, 124.88 shares on 10/15/14, and 4.50 shares on 1/15/15 due to dividend reinvestment. In addition, on 11/21/14, the reporting person disposed of approximately 12,533 shares in a transaction exempted from Section 16.

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.