

RAMBO BARBARA L

Form 4

January 05, 2007

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)

2425 GREEN STREET

(Street)

SAN FRANCISCO,, CA 94123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PG&E CORP [PCG]3. Date of Earliest Transaction
(Month/Day/Year)
01/03/20074. 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	01/03/2007		A	846 ⁽¹⁾ A \$ 0	4,337.3	D	
Common Stock	01/03/2007		A	846.2 ⁽²⁾ A \$ 0	5,183.5 ⁽³⁾	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 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
RAMBO BARBARA L 2425 GREEN STREET SAN FRANCISCO,, CA 94123	X			

Signatures

Eric Montizambert, Attorney-in-Fact for Barbara L. Rambo (signed Power of Attorney on file with SEC)

01/05/2007

__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.

This total includes 962.80 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 8.09 units of phantom stock on January 17, 2006, 7.99 units of phantom stock on April 17, 2006, 7.86 units of phantom stock on July 17, 2006, and 7.45 units of phantom stock on October 17, 2006, pursuant to a dividend reinvestment feature of the SIP. This total also includes 1,666.70 Restricted Stock Units granted under the PG&E Corporation 2006 LTIP, and reflects the acquisition of 6.81 Restricted Stock Units on April 17, 2006, 6.70 Restricted Stock Units on July 17, 2006, and 6.35 Restricted Stock Units on October 16, 2006, pursuant to a dividend reinvestment feature of the 2006 LTIP. The phantom stock units and the Restricted Stock Units are automatically payable in 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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