

PG&E CORP  
Form S-8  
August 05, 2011

As filed with the Securities and Exchange Commission on August 5, 2011  
Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

PG&E CORPORATION

(Exact name of registrant as specified in its charter)

California 94-3234914  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

One Market, Spear Street Tower, Suite 2400  
San Francisco, California 94105  
(Address of principal executive offices) (zip code)

PG&E CORPORATION RETIREMENT SAVINGS PLAN AND THE PG&E CORPORATION  
RETIREMENT SAVINGS PLAN FOR UNION-REPRESENTED EMPLOYEES  
(Full title of the Plan)

Hyun Park, Esq.  
One Market, Spear Tower, Suite 400  
San Francisco, California 94105  
(Name and address of agent for service)

Telephone number, including area code, of agent for service:(415) 267-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one.)

Large accelerated filer  Accelerated Filer  
 Non-accelerated filer  Smaller reporting company

CALCULATION OF REGISTRATION FEE

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Title of each class of securities to be	Amount to be Registered	Proposed maximum offering price	Proposed maximum aggregate offering	Amount of registration fee
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registered		per share (1)	price	
Common stock, no par value	30,000,000	\$41.55	\$1,246,500,000	\$144,718.65

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(1) The registration fee was calculated pursuant to Rules 457(h)(1) and 457(c) of the Securities Act of 1933, on the basis of the average of the high and low prices of the registrant's common stock on August 1, 2011, as reported on the New York Stock Exchange.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

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PART I

Information required by Items 1 and 2 of Part I of Form S-8 is not required to be filed as part of this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated by reference in this registration statement:

- the latest Annual Report on Form 10-K of PG&E Corporation (the "Registrant") for the year ended December 31, 2010 (File No. 1-12609),
- the latest Annual Report on Form 11-K for the PG&E Corporation Retirement Savings Plan and the PG&E Corporation Retirement Savings Plan for Union-Represented Employees (File No. 1-12609), and
- the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011 (File No. 1-12609),
- the Registrant's Current Reports on Form 8-K filed on January 20, 2011; February 23 and February 25, 2011; March 21 and March 25, 2011; April 6, April 15, and April 21, 2011; May 5, May 10, May 13, and May 13, 2011; June 3, June 13, June 21, 2011; and July 1, 2011 (File No. 1-12609), and
- the description of the Registrant's common stock in PG&E Corporation's registration statement on Form 8-B dated December 23, 1996, including any amendment or report filed for the purpose of updating such description (File No. 1-12609).

All other documents filed by the Registrant or by the PG&E Corporation Retirement Savings Plan and the PG&E Corporation Retirement Savings Plan for Union-Represented Employees after the date of this registration statement pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates all securities offered have been sold or deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents (other than information furnished, and not filed, pursuant to Items 2.02 or 7.01 in any Form 8-K filing or any future item that permits the Registrant to furnish, rather than file, information).

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Doreen Ludemann, Director and Counsel, Corporate, has provided an opinion regarding the legality of the Registrant's common stock. Ms. Ludemann is employed by Pacific Gas and Electric Company ("Utility") and is counsel to PG&E

Corporation. She and other members of the Utility's Law Department who participated in consideration of legal matters related to the common stock, together with members of their respective families, own in the aggregate approximately 4,351 shares of the Registrant's common stock, 1,470 shares of restricted stock, options to purchase 15,755 shares, 10,930 performance shares, and 13,200 restricted stock units.

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Item 6. Indemnification of Officers and Directors.

The Registrant is a California corporation. Section 317 of the California Corporations Code provides for indemnification of a corporation's directors and officers under certain circumstances. The Registrant's articles of incorporation authorize the Registrant to provide indemnification of any person who is or was a director, officer, employee or other agent of the Registrant, or is or was serving at the Registrant's request as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Registrant or of another enterprise at the request of the predecessor corporation through its bylaws, resolutions of the Registrant's board of directors, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code. The Registrant's articles of incorporation also eliminate the liability of its directors to the fullest extent permissible by California law. The Registrant's Board of Directors has adopted a resolution regarding the Registrant's policy of indemnification and the Registrant maintains insurance that insures directors and officers of the Registrant against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

In addition to the exhibits listed below, the Registrant will submit or has submitted the PG&E Corporation Retirement Savings Plan and the PG&E Corporation Retirement Savings Plan for Union-Represented Employees and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the plans.

- 5.1 Opinion of Doreen Ludemann, Director and Counsel, Corporate and Commercial Group, Pacific Gas and Electric Company
- 23.1 Consent of Deloitte & Touche LLP
- 23.2 Consent of Doreen Ludemann (included in Exhibit 5.1)
- 24.1 Powers of Attorney
- 24.2 Resolution of the Board of Directors authorizing the execution of this Registration Statement

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities offered hereby, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii)

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;
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provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and each filing of any employee benefits plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of San Francisco, State of California, on the 4th day of August, 2011.

## PG&amp;E CORPORATION

By C. Lee Cox\*  
C. Lee Cox  
Interim Chairman of the Board, Chief  
Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the dates indicated.

Signature	Title	Date
*C. LEE COX C. Lee Cox	Interim Chairman of the Board, Chief Executive Officer, and President (Principal Executive Officer)	August 4, 2011
*KENT M. HARVEY Kent M. Harvey	Senior Vice President, Chief Financial Officer, and Treasurer (Principal Financial Officer)	August 4, 2011
*DINYAR B. MISTRY Dinyar B. Mistry	Vice President and Controller (Principal Accounting Officer)	August 4, 2011
*DAVID R. ANDREWS David R. Andrews	Director	August 4, 2011
*LEWIS CHEW Lewis Chew	Director	August 4, 2011
*MARYELLEN C. HERRINGER Maryellen C. Herringer	Director	August 4, 2011
*ROGER H. KIMMEL Roger H. Kimmel	Director	August 4, 2011
*RICHARD A. MESERVE Richard A. Meserve	Director	August 4, 2011
*FORREST E. MILLER	Director	August 4, 2011



Forrest E. Miller

\*ROSENDO G. PARRA  
Rosendo G. Parra

Director

August 4, 2011

\*BARBARA L. RAMBO  
Barbara L. Rambo

Director

August 4, 2011

\*BARRY LAWSON  
WILLIAMS  
Barry Lawson Williams

Director

August 4, 2011

\*By: HYUN PARK  
HYUN PARK, Attorney-in-Fact

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The Plans. Pursuant to the requirements of the Securities Act of 1933, the administrators of the Plans listed below has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City and County of San Francisco, State of California, on the 4th day of August, 2011.

PG&E CORPORATION RETIREMENT  
SAVINGS PLAN  
AND PG&E CORPORATION RETIREMENT  
SAVINGS PLAN FOR UNION-REPRESENTED  
EMPLOYEES

By KENT M. HARVEY  
Kent M. Harvey  
Chairman, Employee Benefit Committee

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EXHIBIT INDEX

- 5.1 Opinion of Doreen Ludemann, Director and Counsel,  
Corporate and Commercial Group, Pacific Gas and Electric  
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