

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
April 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 17, 2012

**PUBLIC SERVICE ENTERPRISE GROUP**  
**INCORPORATED**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction)

001-09120  
(Commission)

22-2625848  
(I.R.S. Employer)

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of incorporation)

File Number)

Identification No.)

**80 Park Plaza, P.O. Box 1171**

**Newark, New Jersey 07101-1171**

(Address of principal executive offices) (Zip Code)

**973-430-7000**

(Registrant's telephone number, including area code)

**<http://www.pseg.com>**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Our Annual Meeting of Stockholders was held on April 17, 2012. Proxies for the meeting were solicited by us pursuant to Regulation 14A under the Securities Act of 1934. There was no solicitation of proxies in opposition to management's nominees as listed in the proxy statement.

All of management's nominees were elected to the Board of Directors. Following her election, Susan Tomasky, a nominee who had not previously served as a Board member, was appointed to the Board's Audit Committee and Corporate Governance Committee.

The advisory vote on executive compensation was approved.

The appointment of Deloitte and Touche LLP as Independent Auditor was ratified.

Final results of the voting are provided below:

| <b>Proposal 1:</b>  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|------------------|----------------------|--------------------|-------------------------|
| Election of Directors   |                  |                      |                    |                         |
| <b>Terms expiring in 2013</b>   |                  |                      |                    |                         |
| Albert R. Gamper, Jr.   | 359,873,514      | 5,108,166            | 1,769,908          | 68,627,099              |
| Conrad K. Harper  | 359,405,339      | 5,646,154            | 1,700,095          | 68,627,099              |
| William V. Hickey   | 355,491,855      | 9,619,752            | 1,639,981          | 68,627,099              |
| Ralph Izzo  | 356,410,126      | 8,655,498            | 1,685,964          | 68,627,099              |
| Shirley Ann Jackson   | 327,197,674      | 37,943,346           | 1,610,568          | 68,627,099              |
| David Lilley  | 361,521,312      | 3,497,156            | 1,733,120          | 68,627,099              |
| Thomas A. Renyi   | 360,650,675      | 4,400,186            | 1,700,727          | 68,627,099              |
| Hak Cheol Shin  | 361,075,572      | 3,879,076            | 1,796,940          | 68,627,099              |
| Richard J. Swift  | 330,237,027      | 34,805,950           | 1,708,611          | 68,627,099              |
| Susan Tomasky   | 361,775,916      | 3,340,990            | 1,634,682          | 68,627,099              |
| <b>Proposal 2:</b>  |                  |                      |                    |                         |
| Advisory Vote on Executive Compensation                                     | 352,303,766      | 9,645,467            | 4,802,355          | 68,627,099              |
| <b>Proposal 3:</b>  |                  |                      |                    |                         |
| Ratification of Appointment of Deloitte & Touche LLP as Independent Auditor | 428,015,000      | 5,282,971            | 2,080,716          | N/A                     |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**PUBLIC SERVICE ENTERPRISE GROUP**  
**INCORPORATED**  
(Registrant)

By: /s/ Derek M. DiRisio  
Derek M. DiRisio  
Vice President and Controller  
(Principal Accounting Officer)

Date: April 19, 2012