

COX C LEE
Form 4
November 18, 2008

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 *
COX C LEE

2. Issuer Name and Ticker or Trading Symbol
PG&E CORP [PCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PG&E CORPORATION, ONE MARKET, SPEAR TOWER, SUITE 2400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/14/2008		S	300 D \$ 37.57	8,740.13	I	Held By Cox 1984 Family Trust
Common Stock	11/14/2008		S	200 D \$ 37.58	8,540.13	I	Held By Cox 1984 Family Trust
Common Stock	11/14/2008		S	200 D \$ 37.59	8,340.13	I	Held By Cox 1984 Family

Common Stock	11/14/2008	S	100	D	\$ 37.6	8,240.13	I	Trust Held By Cox 1984 Family Trust
Common Stock	11/14/2008	S	300	D	\$ 37.61	7,940.13	I	Held By Cox 1984 Family Trust
Common Stock	11/14/2008	S	100	D	\$ 37.66	7,840.13 ⁽¹⁾	I	Held By Cox 1984 Family Trust
Common Stock						6,298.11 ⁽²⁾	D	

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

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(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
COX C LEE C/O PG&E CORPORATION ONE MARKET, SPEAR TOWER, SUITE 2400	X			

SAN FRANCISCO, CA 94105

Signatures

/s/ Linda Y.H. Cheng, attorney-in-fact for C. Lee Cox (signed Power of Attorney on file with SEC)

11/18/2008

__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) This total includes 414.16 shares of PG&E Corporation common stock acquired on 4/15/2008, 424.83 shares of PG&E Corporation common stock acquired on 7/15/2008, and 520.73 shares of PG&E Corporation common stock acquired on 10/15/2008, pursuant to a dividend reinvestment feature of the Dividend Reinvestment and Stock Purchase Plan.

(2) This total includes 3,425.6 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan (SIP), and reflects the acquisition of 33.07 units of phantom stock on 4/15/2008, 33.75 units of phantom stock on 7/15/2008, and 43.32 units of phantom stock on 10/15/2008, pursuant to a dividend reinvestment feature of the SIP. This total also includes 2,872.51 Restricted Stock Units granted under the PG&E Corporation 2006 Long-Term Incentive Plan (LTIP), and reflects the acquisition of 27.73 Restricted Stock Units on 4/15/2008, 28.30 Restricted Stock Units on 7/15/2008, and 36.33 Restricted Stock Units on 10/15/2008, pursuant to a dividend reinvestment feature of the 2006 LTIP. The phantom stock units and Restricted Stock Units are automatically payable in stock only.

Remarks:

This is the second of two Forms 4 filed by the reporting person on the same date.

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.