

PACIFIC GAS & ELECTRIC CO  
Form 10-Q/A  
June 13, 2002  
(Mark One)

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C., 20549**  
**FORM 10-Q/A**

**Amendment No. 1 to**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Exact Name of

Registrant  
Files specified  
Number of shares  
\_\_\_\_\_

SSS Employer  
Identification  
Number  
Jurisdiction  
of  
Incorporation  
\_\_\_\_\_

PG&E Corporation  
1-2348 Pacific Gas and Electric Company  
Pacific Gas and Electric Company  
77 Beale Street  
P.O. Box 770000  
San Francisco, California 94177

0415234914  
0410747610  
PG&E Corporation  
One Market, Spear Tower  
Suite 2400  
San Francisco, California 94105

(Address of principal executive offices)  
Pacific Gas and Electric Company  
(415) 973-7000

(Zip Code)  
PG&E Corporation  
(415) 267-7000

Registrant's telephone number, including area code

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of latest practicable date.

Common Stock Outstanding, April 26, 2002:

PG&E Corporation 389,405,450 shares  
Pacific Gas and Electric Company Wholly-owned by PG&E Corporation

This Amendment No. 1 to the the Quarterly Report on Form 10-Q filed by PG&E C

Although the full text of Part II, Item 4 is contained herein, this Amendment

## PART II. OTHER INFORMATION

### Item 4. Submission of Matters to a Vote of Security Holders

#### PG&E Corporation:

On April 17, 2002, PG&E Corporation held its annual meeting of shareholders. At that meeting, the shareholders voted as indicated below on the following matters:

1. Election of the following directors to serve until the next annual meeting of shareholders or until their successors are elected and qualified (included as Item 1 in proxy statement):

|                       | <b>For</b>  | <b>Withheld</b> |
|-----------------------|-------------|-----------------|
|                       | -----       | -----           |
| David R. Andrews      | 248,913,345 | 8,039,086       |
| David A. Coulter      | 250,099,590 | 6,852,841       |
| C. Lee Cox            | 248,955,573 | 7,996,858       |
| William S. Davila     | 249,049,141 | 7,903,290       |
| Robert D. Glynn, Jr.  | 250,437,192 | 6,515,239       |
| David M. Lawrence, MD | 250,383,063 | 6,569,368       |
| Mary S. Metz          | 249,010,480 | 7,941,951       |
| Carl E. Reichardt     | 250,443,456 | 6,508,975       |
| Barry Lawson Williams | 248,991,827 | 7,960,604       |

2. Ratification of the appointment of Deloitte & Touche LLP as independent public accountants for 2002 (included as Item 2 in proxy statement):

For: 238,798,417  
 Against: 15,350,850  
 Abstain: 2,803,164

The proposal was approved by a majority of the shares represented and voting (including abstentions) with respect to this proposal, which shares voting affirmatively also constituted a majority of the required quorum.

3. Management proposal regarding a proposed amendment to PG&E Corporation's Articles of Incorporation to implement enhancement of simple majority voting (included as Item 3 in proxy statement):

For: 191,591,222  
 Against: 15,982,892  
 Abstain: 3,506,688  
 Broker non-vote <sup>(1)</sup>: 45,871,629

The proposal was approved by a majority of the outstanding shares.

4. Management proposal regarding proposed amendment to PG&E Corporation's Articles of Incorporation and Bylaws to reduce the authorized range of directors and delete from the Bylaws the provision that restates the authorized range of directors as set forth in the Articles of Incorporation (included as Item 4 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 247,259,121 |
| Against:                         | 5,835,720   |
| Abstain:                         | 3,857,590   |
| Broker non-vote <sup>(1)</sup> : | 0           |

The proposal was approved by a majority of the outstanding shares.

5. Consideration of a shareholder proposal regarding independent directors (included as Item 10 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 63,085,072  |
| Against:                         | 140,397,397 |
| Abstain:                         | 7,598,333   |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal.

6. Consideration of a shareholder proposal regarding poison pills (Shareholder Rights Plan) (included as Item 11 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 136,698,687 |
| Against:                         | 68,676,772  |
| Abstain:                         | 5,705,343   |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was approved, as the number of shares voting affirmatively on the proposal constituted more than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal, and the affirmative votes also constituted a majority of the required quorum.

7. Consideration of a shareholder proposal regarding auditor services (included as Item 12 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 87,640,402  |
| Against:                         | 100,707,579 |
| Abstain:                         | 22,732,821  |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal.

8. Consideration of a shareholder proposal regarding the Board of Directors' role (included as Item 13 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 28,820,978  |
| Against:                         | 174,507,038 |
| Abstain:                         | 7,752,786   |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with

respect to the proposal.

9. Consideration of a shareholder proposal regarding radioactive wastes (included as Item 14 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 16,579,938  |
| Against:                         | 181,347,004 |
| Abstain:                         | 13,153,860  |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal.

10. Consideration of a shareholder proposal regarding confidential voting (included as Item 15 in proxy statement):

|                                  |             |
|----------------------------------|-------------|
| For:                             | 62,374,367  |
| Against:                         | 141,389,907 |
| Abstain:                         | 7,316,528   |
| Broker non-vote <sup>(1)</sup> : | 45,871,629  |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal.

11. Consideration of a shareholder floor proposal introduced at the annual meeting regarding annual disclosure of philanthropic links between the company and its directors was duly and properly conducted by ballot.

|                                  |         |
|----------------------------------|---------|
| For:                             | 17,922  |
| Against:                         | 159,866 |
| Abstain:                         | 0       |
| Broker non-vote <sup>(1)</sup> : | 0       |

This shareholder proposal was defeated, as the number of shares voting affirmatively on the proposal constituted less than a majority of the shares represented and voting (including abstentions but excluding broker non-votes) with respect to the proposal.

<sup>(1)</sup> A non-vote occurs when a broker or other nominee holding shares for a beneficial owner indicates a vote on one or more proposals, but does not indicate a vote on other proposals because the broker or other nominee does not have discretionary voting power as to such proposals and has not received voting instructions from the beneficial owner as to such proposals.

**Pacific Gas and Electric Company:**

On April 17, 2002, Pacific Gas and Electric Company held its annual meeting of shareholders. Shares of capital stock of Pacific Gas and Electric Company consist of shares of common stock and shares of first preferred stock. As PG&E Corporation and a subsidiary own all of the outstanding shares of common stock, they hold approximately 95% of the combined voting power of the outstanding capital stock of Pacific Gas and Electric Company. PG&E Corporation and the subsidiary voted all of their respective shares of common stock for the nominees named in the 2002 joint proxy statement, for the ratification of the appointment of Deloitte & Touche LLP as independent public accountants for 2002, and for the five management proposals to amend Pacific Gas and Electric Company's Articles of Incorporation and Bylaws. The balance of the votes shown below were cast by holders of shares of first preferred stock. At the annual meeting, the shareholders voted as indicated below on the following matters:

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1. Election of the following directors to serve until the next annual meeting of shareholders or until their successors are elected and qualified (included as Item 1 in proxy statement):

|                       | <b>For</b>  | <b>Withheld</b> |
|-----------------------|-------------|-----------------|
|                       | -----       |                 |
| David R. Andrews      | 339,609,614 | 302,968         |
| David A. Coulter      | 339,614,326 | 298,256         |
| C. Lee Cox            | 339,624,319 | 288,263         |
| William S. Davila     | 339,623,099 | 289,483         |
| Robert D. Glynn, Jr.  | 339,616,628 | 295,954         |
| David M. Lawrence, MD | 339,626,295 | 286,287         |
| Mary S. Metz          | 339,617,986 | 294,596         |
| Carl E. Reichardt     | 339,618,016 | 294,566         |
| Gordon R. Smith       | 339,625,832 | 286,750         |
| Barry Lawson Williams | 339,624,009 | 288,573         |

2. Ratification of the appointment of Deloitte & Touche LLP as independent public accountants for 2002 (included as Item 2 in proxy statement):

For: 339,659,728  
 Against: 122,714  
 Abstain: 130,140

The proposal was approved by a majority of the shares represented and voting (including abstentions) which shares voting affirmatively also constituted a majority of the required quorum.

3. Management proposal regarding a proposed amendment to Pacific Gas and Electric Company's Articles of Incorporation to establish a classified board of directors (included as Item 5 in proxy statement):

For: 330,963,622  
 Against: 2,068,545  
 Abstain: 268,670  
 Broker non-vote <sup>(2)</sup>: 6,611,745

The proposal was approved by a majority of the outstanding shares.

4. Management proposal regarding proposed amendments to Pacific Gas and Electric Company's Articles of Incorporation and Bylaws to reduce the authorized range of directors and transfer the provision that establishes the authorized range of directors from the Bylaws to the Articles of Incorporation (included as Item 6 in proxy statement):

For: 332,684,409  
 Against: 248,428  
 Abstain: 368,000  
 Broker non-vote<sup>(2)</sup>: 6,611,745

The proposal was approved by a majority of the outstanding shares.

5. Management proposal regarding a proposed amendment to Pacific Gas and Electric Company's Articles of Incorporation and Bylaws to transfer the provision that prohibits cumulative voting in the election of directors from the Bylaws to the Articles of Incorporation (included as Item 7 in proxy statement):

For: 331,504,332  
 Against: 1,416,314

Abstain: 380,191  
Broker non-vote<sup>(2)</sup>: 6,611,745

The proposal was approved by a majority of the outstanding shares.

6. Management Proposal regarding a proposed amendment to Pacific Gas and Electric Company's Articles of Incorporation to include constituency provision (included as item 8 in proxy statement):

For: 331,403,941  
Against: 1,408,975  
Abstain: 487,821  
Broker non-vote<sup>(2)</sup>: 6,611,745

The proposal was approved by a majority of the outstanding shares.

7. Management proposal regarding a proposed amendment to Pacific Gas and Electric Company's Articles of Incorporation to require that shareholder action be taken at an annual or special meeting (included as item 9 in proxy statement):

For: 331,517,507  
Against: 1,439,990  
Abstain: 343,340  
Broker non-vote<sup>(2)</sup>: 6,611,745

The proposal was approved by a majority of the outstanding shares.

<sup>(2)</sup> A non-vote occurs when a broker or other nominee holding shares for a beneficial owner indicates a vote on one or more proposals, but does not indicate a vote on other proposals because the broker or other nominee does not have discretionary voting power as to such proposals and has not received voting instructions from the beneficial owner as to such proposals.

## SIGNATURE

Pursuant to the requirements of the Securities Exchange act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

PG&E CORPORATION

PACIFIC GAS AND ELECTRIC COMPANY

BY: LINDA Y.H. CHENG

LINDA Y.H. CHENG

LINDA Y.H. CHENG

Corporate Secretary

(duly authorized officer)

Dated: June 13, 2002