

EVERETT LESLIE H
Form 4
May 12, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
EVERETT LESLIE H

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)

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

SVP & Assistant to the CEO

PG&E CORPORATION, ONE MARKET, SPEAR TOWER, SUITE 2400

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

(Street)
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)
				(A) or (D)	Price		
Common Stock	05/10/2005		M	A	\$ 30.5	23,999	D
Common Stock	05/10/2005		S	D	\$ 35.4	15,703	D
Common Stock	05/10/2005		S	D	\$ 35.41	12,803	D
Common Stock	05/10/2005		S	D	\$ 35.42	10,499	D
Common Stock	05/10/2005		M	A	\$ 30.9375	23,899	D

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Common Stock	05/10/2005	S	7,396	D	\$ 35.42	16,503	D	
Common Stock	05/10/2005	S	100	D	\$ 35.43	16,403	D	
Common Stock	05/10/2005	S	5,904	D	\$ 35.44	10,499	D	
Common Stock	05/10/2005	M	4,500	A	\$ 12.625	14,999	D	
Common Stock	05/10/2005	S	2,296	D	\$ 35.44	12,703	D	
Common Stock	05/10/2005	S	300	D	\$ 35.45	12,403	D	
Common Stock	05/10/2005	S	1,904	D	\$ 35.47	10,499	D	
Common Stock	05/10/2005	M	3,333	A	\$ 12.5	13,832	D	
Common Stock	05/10/2005	S	3,333	D	\$ 35.47	10,499	D	
Common Stock	05/10/2005	M	4,425	A	\$ 14.61	14,924	D	
Common Stock	05/10/2005	S	563	D	\$ 35.47	14,361	D	
Common Stock	05/10/2005	S	3,862	D	\$ 35.48	10,499	D	
Common Stock	05/10/2005	M	2,938	A	\$ 27.23	13,437	D	
Common Stock	05/10/2005	S	2,938	D	\$ 35.48	10,499	D	
Common Stock						2,892.51 ⁽¹⁾	I	Held by Trustee of PG&E Corporation Retirement Savings Plan
Common Stock	05/12/2005	S	108.22	D	\$ 35.45	0	I	Held by George Everett Trust

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.5	05/10/2005		M	13,500	(2)	01/03/2008	Common Stock	13,500
Stock Option (Right to Buy)	\$ 30.9375	05/10/2005		M	13,400	(3)	01/05/2009	Common Stock	13,400
Stock Option (Right to Buy)	\$ 12.625	05/10/2005		M	4,500	01/05/2005	01/06/2011	Common Stock	4,500
Stock Option (Right to Buy)	\$ 12.5	05/10/2005		M	3,333	02/14/2005	02/15/2011	Common Stock	3,333
Stock Option (Right to Buy)	\$ 14.61	05/10/2005		M	4,425	01/02/2005	01/03/2013	Common Stock	4,425
Stock Option (Right to Buy)	\$ 27.23	05/10/2005		M	2,938	01/02/2005	01/03/2014	Common Stock	2,938

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP & Assistant to the CEO

EVERETT LESLIE H
PG&E CORPORATION
ONE MARKET, SPEAR TOWER, SUITE 2400
SAN FRANCISCO, CA 94105

Signatures

Eric Montizambert, Attorney-in-Fact for Leslie H. Everett (signed Power of Attorney on file with SEC)

05/12/2005

__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).

Represents the approximate number of shares of PG&E Corporation common stock held for the reporting person in the PG&E Corporation Retirement Savings Plan (RSP). That fund holds units consisting of PG&E Corporation common stock and a small short-term investments component. The number of shares is computed by dividing the value of the units by the daily closing price.
- (1) Dividends are automatically invested in additional units at the election of the participant. These holdings have been trued up to conform to the RSP balance at May 10, 2005, and reflect the acquisition of approximately 24.04 shares on April 15, 2005, due to dividend reinvestment.
- (2) The option vested in three installments on January 2, 2000, 2001, and 2002.
- (3) The option vested in three installments on January 4, 2001, 2002, and 2003.

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.