

PG&E Corp
Form 4
March 03, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMON JOHN R

(Last) (First) (Middle)

**PG&E CORPORATION, 77 BEALE
ST., P.O. BOX 770000**

(Street)

SAN FRANCISCO, CA 94177

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2017		A	V Amount 11,584 (1)	A \$ 0 39,504.44	D	
Common Stock	03/01/2017		F	9,675 D \$ 65.85	29,829.44	D	
Common Stock	03/01/2017		G	V 13,063 D \$ 0	16,766.44 (2)	D	
Common Stock	03/01/2017		G	V 13,063 A \$ 0	26,674	I	Held by Simon Family Trust
Common Stock					2,427.4 (3)	I	Held by Trustee of

PG&E
Corporation
Retirement
Savings Plan

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 Beneficially Owned Following Reported 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

SIMON JOHN R
PG&E CORPORATION
77 BEALE ST., P.O. BOX 770000
SAN FRANCISCO, CA 94177

EVP and General Counsel

Signatures

/s/ Eileen O. Chan, attorney-in-fact for John R. Simon (signed Power of Attorney on file with SEC)

03/03/2017

____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) Vested performance shares granted under the PG&E Corporation 2014 Long-Term Incentive Plan for the performance cycle ended 12/31/16. Performance shares are payable in shares of PG&E Corporation common stock on a one-for-one basis.

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(2) Includes 156.42 Special Incentive Stock Ownership Premiums (SISOPs) (phantom stock) awarded pursuant to the PG&E Corporation Executive Stock Ownership Program, and reflects 1.16 SISOPs acquired on 4/15/16, 1.16 SISOPs acquired on 7/15/16, 1.25 SISOPs acquired on 10/17/16, and 1.23 SISOPs acquired on 1/17/17 upon conversion of dividend equivalents received on those dates. SISOPs vest three years after the date of grant subject to accelerated vesting upon certain events. Unvested SISOPs are subject to forfeiture if certain stock ownership targets are not met. Vested SISOPs are automatically payable in an equal number of shares following termination of employment.

(3) Represents the approximate number of shares of PG&E Corporation common stock held for the reporting person in the PG&E Corporation Stock Fund of 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. 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 as of 3/1/17, and reflect the acquisition of approximately 16.28 shares on 4/15/16, 16.91 shares on 7/15/16, 18.30 shares on 10/17/16, and 18.03 shares on 1/17/17 due to dividend reinvestment.

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