

EARLEY ANTHONY F JR

Form 5

February 13, 2018

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
EARLEY ANTHONY F JR

(Last) (First) (Middle)

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

(Street)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Retired Executive Chair

6. Individual or Joint/Group Reporting

(check applicable line)

SAN FRANCISCO, CA 94177

☒ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/23/2017	Â	G ⁽¹⁾	12,600 D \$ 0	352,566	D	Â
Common Stock	05/23/2017	Â	G ⁽¹⁾	12,600 A \$ 0	12,600	I	Held by Earley trust
Common Stock	05/23/2017	Â	G ⁽¹⁾	12,600 D \$ 0	339,966 ⁽²⁾	D	Â
Common Stock	05/23/2017	Â	G ⁽¹⁾	12,600 D \$ 0	0 ⁽²⁾	I	Held by Earley trust

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

SEC 2270
(9-02)

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. Other Data Supplied by Borrower or Lender (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owner Name / Address

Director 10% Owner Officer Other

Retired Executive Chair

/s/ Eileen O. Chan, attorney-in-fact for Anthony F. Earley, Jr. (signed Power of Attorney on file with SEC)

02/13/2018

Signature of Reporting Person

Date _____

* 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) The reporting person gifted a total of 25,200 shares, of which 12,600 shares were gifted to his spouse's trust. The spouse's trust then gifted the 12,600 shares to others.

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(2) Number of shares held as of 12/31/17.

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

(3) 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 12/31/17, and reflect the acquisition of approximately 9.62 shares on 7/17/17 and approximately 12.09 shares on 10/16/17 due to dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.