

EARLEY ANTHONY F JR
Form 5
February 13, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

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

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

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Retired Executive Chair

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

(Street)

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

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

6. Individual or Joint/Group Reporting (check applicable line)

SAN FRANCISCO, CA 94177

(City) (State) (Zip)

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 (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

Common Stock	^	^	^	^	^	^	1,287.67 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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. of D Se B O E Is Fi (I
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---------------------------

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EARLEY ANTHONY F JR C/O PG&E CORPORATION 77 BEALE ST., P.O. BOX 770000 SAN FRANCISCO, CA 94177	^	^	^	Retired Executive Chair

Signatures

/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

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) 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.

Edgar Filing: EARLEY ANTHONY F JR - Form 5

- (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.