

COULTER DAVID A
Form 4
April 17, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

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

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(Print or Type Responses)

| | | | | | | | | |
|---|--------------------------------------|--|---|---|---|---|---|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Coulter David A. (Last) (First) (Middle) | | | PG&E Corporation (PCG) | | | <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) | | |
| | | | | | | | | |
| 270 Park Avenue, 9th Floor (Street) New York NY 10017 (City) (State) (Zip) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | 4. Statement for Month/Day/Year 04-16-2003 | | |
| | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 3) | 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 Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | | | | | 1,977.7468 | I | Held by Trustee of Dividend Reinvestment Plan | |
| Common Stock | | | | | 8,620.135(1) | D | | |
| | | | | | | | | |
| | | | | | | | | |

(1) Includes 5,284.135 units of phantom stock granted under the PG&E Corporation Non-Employee Director Stock Incentive Plan, which are automatically payable in stock only.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(Over)
SEC 1474
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| FORM 4 (continued) | | 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. Conver- sion or Exercise Price of Deri- vative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr.8) | | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5) | | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Benefi- cially Owned Follow- ing Reported Trans- action(s) (Instr. 4) | 10. Owner- ship Form of Deri- vative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4) |
| | | | | | | | | Date Exer- cisable | Expira- tion Date | | Amount or Number of Shares | | | | |
| Phantom Stock | 1 for 1 | 04-16-03 | | A | | 74.331(1) | | (2) | (2) | Common Stock | 74.331 | \$13.4533 | 74.331 | D | |
| | | | | | | | | | | | | | | | |
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Explanation of Responses:

Phantom stock acquired upon deferral of compensation under the Deferred Compensation Plan for Non-Employee Directors; exempt under Rule 16b-3(d).

Phantom stock is payable in accordance with the terms of the Deferred Compensation Plan for Non-Employee Directors.

** Intentional misstatements or
omissions of facts constitute Federal
Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C.
78ff(a).

**Signature of Reporting Person

04-17-2003

Date

Note: File three copies of this Form, one of which must be manually signed. If
space is insufficient,
see Instruction 6 for procedure.

Eric Montizambert, Attorney-in-Fact

For David A. Coulter

(Signed Power of Attorney on file with SEC)

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the collection of information contained in
this form are not
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