

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report  
(Date of earliest event reported): December 4, 2007

SEMPRA ENERGY  
(Exact name of registrant as specified in its charter)

CALIFORNIA (State of incorporation or organization)	1-14201 (Commission File Number)	33-0732627 (IRS Employer Identification No.)
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101 ASH STREET, SAN DIEGO, CALIFORNIA (Address of principal executive offices)	92101 (Zip Code)
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Registrant's telephone number, including area code (619) 696-2034

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year*****Amendments to Bylaws Providing for Majority Voting in Uncontested Elections of Directors and Related Matters***

Under the California General Corporation Law (“CGCL”) to which Sempra Energy is subject, until this year all elections of directors were required to be conducted by plurality voting. However, effective this year the CGCL was amended to permit exchange listed corporations such as Sempra Energy that have eliminated cumulative voting to amend their Articles of Incorporation or bylaws to provide for majority voting for directors in uncontested elections. The CGCL continues to require plurality voting in all contested elections.

On December 4, 2007, our Board of Directors amended Sempra Energy’s bylaws to provide for majority voting in uncontested elections of directors. The bylaw became effective immediately upon its adoption.

Under the CGCL and our majority voting bylaw, to be elected in an uncontested election of our directors a director candidate must be “approved by shareholders.” This means that the candidate must receive the affirmative vote of a majority of the shares represented and voting at a meeting of shareholders and the affirmative vote must also constitute a majority of the quorum required for the meeting. If an incumbent director who is standing for election in an uncontested election fails to receive the approval required to be re-elected, the director’s term of office will end upon the earlier of 90 days after the certification of the election results or the selection by our board of a person to fill the seat held by the director.

An uncontested election of directors is one in which the number of director candidates does not exceed the number of directors to be elected. Whether an election is contested or uncontested is determined in the case of an annual meeting of our shareholders at the expiration of the time fixed under our bylaws requiring advance notification of director candidates. In the case of a special meeting of our shareholders, it is determined at the date notice is given of the meeting or a time fixed by the board that is not more than 14 days before that notice is given.

In contested elections, our directors will continue to be elected by plurality voting as required by the CGCL. This means that the director candidates receiving the highest number of affirmative votes (up to the number of directors to be elected) will be elected. Votes against and votes withheld from a director candidate will have no legal effect.

Also on December 4, 2007, our Board of Directors adopted an amendment to Sempra Energy’s bylaws to shorten the period by which we must receive notice from shareholders of any business, including director nominations, that they wish to present for consideration at our annual meetings of shareholders. The amendment shortened the notice period from not less than 60 nor more than 120 days in advance of the date corresponding to the date of our annual meeting in the prior year to not less than 90 nor more than 120 days in advance of that corresponding date. However, the amendment will not become effective until the conclusion of our 2008 Annual Meeting of Shareholders and the advance notice bylaw does not apply to shareholder proposals pursuant to the Securities and Exchange Commission’s Shareholder Proposal Rule.

Also on December 4, 2007 and in connection with the proposed amendments to Sempra Energy’s Articles of Incorporation to eliminate shareholder supermajority voting that are described below, our Board of Directors adopted a related conforming amendment to Sempra Energy’s bylaws that will become effective concurrently with the effectiveness of the amendments to the articles. It provides that the precise number of directors within the range authorized by the bylaws will be fixed by approval of the board or the shareholders rather than in the manner currently specified in the articles.

These amendments to Sempra Energy’s bylaws are set forth as Exhibit 3(ii) to this Current Report.

***Proposed Amendments to Articles of Incorporation To Eliminate Shareholder Supermajority Voting***

Our Board of Directors has approved amendments to Sempra Energy’s Articles of Incorporation that, if approved by the requisite vote of shareholders, will eliminate provisions of the articles requiring a “supermajority” vote for certain shareholder approvals.

Sempra Energy’s Articles of Incorporation currently require a “supermajority” vote for shareholder approval of certain matters. They require the favorable vote of the holders of two-thirds of the outstanding shares for shareholders to adopt bylaws, to fix the exact number of directors within the range authorized in our bylaws, and to approve amendments to various

provisions of our articles. Requisite shareholder approval of the proposed amendments would eliminate these shareholder supermajority voting provisions from the articles.

Upon the elimination of these shareholder supermajority voting provisions, the shareholder approvals that will be required for matters previously requiring a supermajority shareholder vote will be the minimum shareholder approvals required by the California General Corporation Law (“CGCL”) to which Sempra Energy is subject. For shareholder adoption of bylaws and approval of amendments to articles, the CGCL statutory minimum generally is approval by the holders of a majority of the outstanding shares. For the fixing by shareholders of the exact number of directors within the range specified by our bylaws, the CGCL statutory minimum is approval by a majority of the shares represented and voting at a duly held meeting of shareholders with the approving majority also constituting a majority of the quorum required for the meeting.

The CGCL provides that our Board of Directors is also generally permitted without shareholder approval to adopt bylaws (other than a bylaw changing the range of the authorized number of directors which requires approval by the holders of a majority of the outstanding shares) and to fix the exact number of directors within the range authorized by the bylaws. The CGCL also generally requires that amendments to our articles be approved both by both the board and a majority of the outstanding shares.

Our Board of Directors will submit the amendments to eliminate shareholder supermajority voting for shareholder approval, together with the board’s recommendation that shareholders approve the amendments, at Sempra Energy’s 2008 Annual Meeting of Shareholders. Shareholder approval of the amendments will require the favorable vote of the holders of not less than two-thirds of the outstanding shares. If so approved by shareholders, the amendments will thereafter become effective upon the filing of an appropriate Certificate of Amendment with the California Secretary of State.

Sempra Energy’s Articles of Incorporation as they would be amended and restated by the proposed amendments are set forth as Exhibit 3(i) to this Current Report.

## **Item 9.01. Financial Statements and Exhibits**

### (d) Exhibits

- 3(i) Proposed Amended and Restated Articles of Incorporation of Sempra Energy
  - 3(ii) Amendments to bylaws of Sempra Energy
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEMPRA ENERGY  
(Registrant)

Date: December 5, 2007

By: /S/ Joseph A. Householder  
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Joseph A. Householder  
Sr. Vice President and Controller



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{NOTE: THE FOLLOWING AMENDED AND RESTATED ARTICLES OF INCORPORATION HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS OF SEMPRA ENERGY AND RECOMMENDED BY THE BOARD FOR APPROVAL BY SHAREHOLDERS AT THE SEMPRA ENERGY 2008 ANNUAL MEETING OF SHAREHOLDERS. THEY WILL BECOME EFFECTIVE ONLY IF APPROVED BY THE REQUISITE SHAREHOLDER VOTE AND UPON THE FILING OF AN APPROPRIATE CERTIFICATE OF AMENDMENT WITH THE CALIFORNIA SECRETARY OF STATE. }

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SEMPRA ENERGY**

**ARTICLE I**

**NAME**

The name of the corporation is Sempra Energy (the "*Corporation*").

**ARTICLE II**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California (the "*General Corporation Law*"), other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE III**

**CAPITAL STOCK**

1. The total number of shares of all classes of stock that the Corporation is authorized to issue is 800,000,000, of which 750,000,000 shall be shares of common stock, no par value ("*Common Stock*"), and 50,000,000 shall be shares of preferred stock ("*Preferred Stock*"). The Preferred Stock may be issued in one or more series.

2. The board of directors of the Corporation (the "*Board*") is authorized (a) to fix the number of shares of Preferred Stock of any series; (b) to determine the designation of any such series; (c) to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series; and (d) to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any such series.

3. Sections 502 and 503 of the General Corporation Law shall not apply to distributions on Common Stock or Preferred Stock.

**ARTICLE IV**

**DIRECTORS**

1. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Each director elected after May 8, 2006 shall be elected to hold office until the next annual meeting of shareholders.

2. Vacancies in the Board, including, without limitation, vacancies created by the removal of any director, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

**ARTICLE V**

**CUMULATIVE VOTING**

No shareholder may cumulate votes in the election of directors. This Article V shall become effective only when the Corporation becomes a “listed corporation” within the meaning of Section 301.5 of the General Corporation Law.

## **ARTICLE VI**

### **ACTION BY SHAREHOLDERS**

Unless the Board of Directors, by a resolution adopted by two-thirds of the authorized number of directors, waives the provisions of this Article in any particular circumstance, any action required or permitted to be taken by shareholders of the Corporation must be taken either at (i) a duly called annual or special meeting of shareholders of the Corporation or (ii) by the unanimous written consent of all of the shareholders.

## **ARTICLE VII**

### **LIABILITY OF DIRECTORS FOR MONETARY DAMAGES: INDEMNIFICATION OF AND INSURANCE FOR CORPORATE AGENTS**

1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

2. The Corporation shall have the power, by bylaw, agreement or otherwise, to provide indemnification of agents (as defined in Section 317 of the General Corporation Law) of the corporation to the fullest extent permissible under California law and in excess of that expressly permitted under Section 317 of the General Corporation Law, subject to the limits on such excess indemnification set forth in Section 204 of the General Corporation Law.

3. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent (as defined in Section 317 of the General Corporation Law) of the Corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent’s status as such to the fullest extent permissible under California law and whether or not the corporation would have the power to indemnify the agent under Section 317 of the General Corporation Law or these articles of incorporation.

## **ARTICLE VIII**

### **BYLAWS**

The Board of Directors is expressly authorized to make, amend or repeal the bylaws of the Corporation, without any action on the part of the shareholders, except as otherwise required by the General Corporation Law, solely by the affirmative vote of at least two-thirds of the authorized number of directors. The bylaws may also be amended or repealed by the shareholders by the approval of the outstanding shares of the Corporation.



## SEMPRA ENERGY

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Amendments to Bylaws

Adopted by the Board of Directors on December 4, 2007

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1. Effective immediately, Section 2 of Article III of the Bylaws of Sempra Energy is amended to read in full as follows:

2. *Election.* In any election of directors of the Corporation that is not an uncontested election, the candidates receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the number of directors to be elected by those shares, shall be elected and votes against the director and votes withheld shall have no legal effect.

In any uncontested election of directors of the Corporation, approval of the shareholders (as defined in Section 153 of the General Corporation Law) shall be required to elect a director. If an incumbent director fails to be elected by approval of the shareholders in an uncontested election then, unless the incumbent director has earlier resigned, the term of the incumbent director shall end on the date that is the earlier of (a) 90 days after the date on which the voting results of the election are determined pursuant to Section 707 of the General Corporation Law, or (b) the date on which the Board selects a person to fill the office held by that director in accordance with Section 3 of these Bylaws and Section 305 of the General Corporation Law.

An “uncontested election” means an election of directors of the Corporation in which the number of candidates for election does not exceed the number of directors to be elected by the shareholders at that election, determined (a) in the case of an Annual Meeting of Shareholders at the expiration of the time fixed under Section 1(b) of Article V of these Bylaws requiring advance notification of director candidates and (b) in the case of a Special Meeting of Shareholders at the date notice is given of the meeting or a time fixed by the Board that is not more than 14 days before that notice is given.

2. Effective immediately following the 2008 Annual Meeting of Shareholders, Section 1(b) of Article V of the Bylaws of Sempra Energy is amended by substituting the phrase “not less than 90 nor more than 120 days in advance” for the phrase “not less than 60 nor more than 120 days in advance”.

3. Effective concurrently with the effectiveness of the proposed amendment to the Articles of Incorporation of Sempra Energy deleting the provision currently numbered as Section 1 of Article IV thereof, Section 1 of Article III of the Bylaws of Sempra Energy is amended to read in full as follows:

1. *Number.* The Board shall consist of not less than nine nor more than seventeen Directors. The exact number of Directors shall be fixed from time to time, within the limits specified, by approval of the Board or the shareholders.