

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 6, 1995

Commission File Number	Exact name of Registrant as specified in its charter	State of Incorporation	IRS Employer Identification Number
1-3779	SAN DIEGO GAS & ELECTRIC COMPANY	California	95-1184800
1-11439	SDO PARENT CO.,INC.	California	33-0643023

101 ASH STREET, SAN DIEGO, CALIFORNIA

92101

(Address of principal executive offices)

(Zip Code)

(619) 696-2000

Registrant's telephone number, including area code-----

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

## Item 5. Other Events

On December 6, 1995 the California Public Utilities Commission approved SDG&E's application to form a holding company. The new parent company's name will be Enova Corporation and it will become the holding company on January 1, 1996. At the beginning of trading on January 2, 1996 the new stock ticker symbol will be ENA. After the necessary stock transfers are made, SDG&E will become a subsidiary of Enova, as will the five companies that currently are subsidiaries of SDG&E: Enova Financial, Enova Energy Management, Enova Technologies, Califia and Pacific Diversified Capital. The common stock of SDG&E will be converted share-for-share into the common stock of Enova. All of SDG&E's debt securities and outstanding shares of preferred and preference stock will remain with SDG&E and will be unaffected.

Effective January 1, 1996 Thomas A. Page will become chairman of Enova. He will retain his title as SDG&E chairman, but will step down as SDG&E's president and chief executive officer. He will retire from both chairman positions at the end of 1997, consistent with company policy. Stephen L. Baum, currently SDG&E executive vice president, will become president and chief executive officer of Enova. He will also become a director of both Enova and SDG&E. SDG&E Executive Vice President Donald E. Felsing will become president and chief executive officer and a director of SDG&E. Also effective January 1, 1996 the members of SDG&E's current Board of Directors will also serve as directors of Enova.

Several SDG&E officers will hold shared management positions with Enova and SDG&E. These include David R. Kuzma, SDG&E senior vice president, chief financial officer and treasurer; Frank H. Ault, SDG&E vice president and controller; and Margot A. Kyd, SDG&E vice president of human resources. The position of general counsel, currently unfilled, will also become a shared officer position. These officers will retain their current titles at SDG&E and assume similar titles at Enova.

For additional information please see the attached press release filed as an exhibit hereto.

## Item 7. Financial Statements and Exhibits

## (c) Exhibits

28.1 December 6, 1995 San Diego Gas and Electric Company news release announcing the formation of Enova Corporation, a holding company.

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.

SAN DIEGO GAS & ELECTRIC COMPANY  
(Registrant)

Date: December 7, 1995

By: /s/ F.H. Ault

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F.H. Ault

Vice President and Controller

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.

SDO PARENT CO., INC.

Date: December 7, 1995

By: /s/ F.H. Ault

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F.H. Ault  
Vice President and Controller

EXHIBIT 28.1

Contact: Pat Riddle, (619) 696-4292  
After-hours media pager, (619) 526-9555

SDG&E ANNOUNCES ENOVA CORPORATION PARENT COMPANY,  
NEW MANAGEMENT STRUCTURE

SAN DIEGO, CA, December 6, 1995 -- San Diego Gas and Electric officials announced today the formation of Enova Corporation, a holding company for the utility and its unregulated subsidiaries, and a new executive management structure for both companies. Company officials said the changes will provide the flexibility necessary to take advantage of increasing competitive opportunities in a deregulated energy market.

The parent company formation was approved today by the California Public Utilities Commission (CPUC). Enova Corporation will oversee the operations of SDG&E, Enova Energy Management, Enova Financial (formerly Enova), Califia and Pacific Diversified Capital, as well as Enova Technologies, a new product and services development company.

Enova Corporation (stock ticker symbol ENA) and the management changes for both companies will become effective January 1, 1996.

Under the new management structure, Tom Page will retain his title as SDG&E chairman, and will become the chairman of Enova Corporation. He will step down as SDG&E's president and chief executive officer, and will retire from both chairman positions at the end of 1997, consistent with company policy.

"The formation of a parent company, and the advancement of a highly skilled and seasoned management team, were planned to coincide with electric utility restructuring," said Page. "The timing has provided us with a unique opportunity."

Stephen Baum, currently SDG&E executive vice president, will become president and chief executive officer of Enova Corporation. He will also become a director of both Enova and SDG&E.

SDG&E Executive Vice President Donald Felsing will become president and chief executive officer of the utility, and will also become a director of SDG&E.

"The name Enova -- energy innovation -- represents the business philosophy of our company," said Page. "The Enova Corporation parent company structure will give us the corporate flexibility to remain leaders in the competitive energy marketplace."

SDG&E will continue as the principal subsidiary of Enova Corporation. Ultimately, the five unregulated non-utility subsidiaries will be:  
Enova Energy Management - energy management  
Enova Financial (formerly Enova) - affordable housing project investments  
Enova Technologies - energy products and services development  
Califia - equipment leasing  
Pacific Diversified Capital - commercial real estate

"Separating our businesses under Enova will give us the opportunity to extend our successful track record into new and expanded energy businesses," said Baum.

The company's utility operations, including the SDG&E name, will remain unchanged under the Enova structure.

"With the coming deregulation of the industry, we will have to work harder to ensure that we keep our leading competitive position in the state, with the lowest electric and natural gas rates and record-high customer satisfaction ratings," said Felsing.

Several SDG&E officers will hold shared management positions with Enova Corporation and SDG&E. These include David R. Kuzma, SDG&E senior vice president, chief financial officer and treasurer; Frank H. Ault, SDG&E vice president and controller; and Margot A. Kyd, SDG&E vice president of human resources. The position of SDG&E general counsel, currently unfilled, will also become a shared officer position. These officers will retain their current titles at both SDG&E and Enova.