

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 11-K

Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934 (Fee Required)
For the fiscal year ended December 31, 1997

Commission File Number 1-40

- A. Full title of the Plans and the address of the Plans, if different from that of the issuer named below: Pacific Enterprises and Southern California Gas Company Retirement Savings Plans.
- B. Name of issuer of the securities held pursuant to the Plans and the address of its principal executive office: Pacific Enterprises, 555 West 5th Street, Suite 2900, Los Angeles, California 90013-1011.

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PACIFIC ENTERPRISES AND SOUTHERN CALIFORNIA GAS
COMPANY RETIREMENT SAVINGS PLANS

COMBINED FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT FOR THE
YEARS ENDED DECEMBER 31, 1997 AND 1996

PACIFIC ENTERPRISES AND SOUTHERN CALIFORNIA GAS COMPANY RETIREMENT SAVINGS PLANS

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITORS' REPORT	1
COMBINED FINANCIAL STATEMENTS AS OF DECEMBER 31, 1997 AND 1996 AND FOR THE YEARS THEN ENDED:	
Statements of Net Assets Available for Plan Benefits	2
Statements of Changes in Net Assets Available for Plan Benefits	3
Notes to Combined Financial Statements	4-11

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INDEPENDENT AUDITORS' REPORT

Pacific Enterprises and Southern California Gas Company Retirement Savings Plans:

We have audited, by Plan and in total, the accompanying combined statements of net assets available for plan benefits of the Retirement Savings Plans of Pacific Enterprises and Southern California Gas Company (the "Plans") as of December 31, 1997 and 1996, and the related combined statements of changes in net assets available for plan benefits for the years then ended. These combined financial statements are the responsibility of the Plans' management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, by Plan and in total, in all material respects, the combined net assets available for plan benefits of the Plans as of December 31, 1997 and 1996, and the combined changes in net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

/s/ Deloitte & Touche LLP

June 5, 1998

PACIFIC ENTERPRISES AND SOUTHERN CALIFORNIA GAS COMPANY
RETIREMENT SAVINGS PLANS

COMBINED STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1997 AND 1996 (Dollars in Thousands)

	1997			1996		
	PACIFIC ENTERPRISES	SOUTHERN CALIFORNIA GAS COMPANY	TOTAL	PACIFIC ENTERPRISES	SOUTHERN CALIFORNIA GAS COMPANY	TOTAL
INVESTMENTS:						
Investment in Master Trust	\$ 51,147	\$ 501,954	\$ 553,101	\$ 38,502	\$ 398,405	\$ 436,907
Participant loans	831	14,219	15,050	738	9,927	10,665
Cash	8	28	36	7	52	59
	-----	-----	-----	-----	-----	-----
Total investments	51,986	516,201	568,187	39,247	408,384	447,631
	-----	-----	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ 51,986	\$ 516,201	\$ 568,187	\$ 39,247	\$ 408,384	\$ 447,631
	-----	-----	-----	-----	-----	-----

See notes to combined financial statements.

PACIFIC ENTERPRISES AND SOUTHERN CALIFORNIA GAS COMPANY
RETIREMENT SAVINGS PLANS

COMBINED STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 1997 AND 1996 (DOLLARS IN THOUSANDS)

	1997			1996		
	PACIFIC ENTERPRISES	SOUTHERN CALIFORNIA GAS COMPANY	TOTAL	PACIFIC ENTERPRISES	SOUTHERN CALIFORNIA GAS COMPANY	TOTAL
ADDITIONS:						
Investment income:						
Equity in net investment income of the Master Trust	\$ 10,219	\$ 109,054	\$ 119,273	\$ 5,126	\$ 64,404	\$ 69,530
Net (depreciation) appreciation in fair value of investments				(927)	(19,779)	(20,706)
Interest and dividends				286	4,128	4,414
Total investment income	10,219	109,054	119,273	4,485	48,753	53,238
Contributions:						
Employer	955	7,231	8,186	869	7,017	7,886
Employee	2,799	19,294	22,093	2,371	18,429	20,800
Total contributions	3,754	26,525	30,279	3,240	25,446	28,686
Litigation settlement	2	2	4	46	5	51
Total additions	13,975	135,581	149,556	7,771	74,204	81,975
DEDUCTIONS:						
Distributions to employees, retirees or their beneficiaries	(2,151)	(26,576)	(28,727)	(3,401)	(28,348)	(31,749)
Investment fees	(17)	(256)	(273)	(12)	(162)	(174)
Other				(66)	59	(7)
Total deductions	(2,168)	(26,832)	(29,000)	(3,479)	(28,451)	(31,930)
INTERPLAN TRANSFERS	932	(932)		2,134	(2,134)	
NET INCREASE	12,739	107,817	120,556	6,426	43,619	50,045
NET ASSETS AVAILABLE FOR PLAN BENEFITS:						
Beginning of year	39,247	408,384	447,631	32,821	364,765	397,586
End of year	\$ 51,986	\$ 516,201	\$ 568,187	\$ 39,247	\$ 408,384	\$ 447,631

See notes to combined financial statements.

PACIFIC ENTERPRISES AND SOUTHERN CALIFORNIA GAS COMPANY
RETIREMENT SAVINGS PLANS

NOTES TO COMBINED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1997 AND 1996

1. PLANS DESCRIPTION AND RELATED INFORMATION

The following description of the Retirement Savings Plans of Pacific Enterprises and Southern California Gas Company (the "Plans") is provided for general information purposes only. Participants should refer to the Plans' documents for a more complete description of the Plans' provisions.

GENERAL - The Plans are defined contribution plans that provide employees of Pacific Enterprises and Southern California Gas Company or any affiliate who has adopted these Plans (the "Companies" or "Employers") with retirement benefits to supplement benefits provided under the Companies' defined benefit pension plans. Employees may participate after one year in which they complete 1,000 hours of service and may make regular savings investments in Pacific Enterprises, parent company of Southern California Gas Company, common stock and other optional investments permitted by the Plans. The Plans were adopted on October 1, 1964, to allow eligible employees to supplement their retirement needs. The Plans also permit employees to defer part of their earnings on a pre-tax basis.

ADMINISTRATION - Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee receives compensation from the Plans. Administrative expenses were paid directly by the Companies for the three months ended March 31, 1996. Effective April 1, 1996, certain administrative expenses are passed through to employees by the Plans.

CONTRIBUTIONS - Contributions to the Plans can be made under the following provisions:

SALARY DEFERRAL (PRE-TAX AND AFTER-TAX) CONTRIBUTIONS - Pursuant to Section 401(a) of the Internal Revenue Code (the "Code"), each participant may contribute, on a pre-tax basis, up to 9% of base pay. Additional after-tax contributions may be made up to a total contribution (before and after-tax) of 14% of each participant's base pay. Total individual pre-tax contributions in calendar years 1997 and 1996 were limited by law to \$9,500 in each year.

EMPLOYER NONELECTIVE MATCHING CONTRIBUTION - The Companies make contributions to the Plans equal to 50% of each participant's contribution, up to the first 6%. The Companies' contributions are invested in Pacific Enterprises common stock. Beginning October 1, 1992, employer contributions have been funded in part from the Pacific Enterprises Stock Ownership Plan and Trust ("ESOP").

PARTICIPANT ACCOUNTS - Separate accounts are maintained for each participant. Each participant employee is credited with the participant's contributions and an allocation of the Employers' nonelective matching contribution, as well as an allocation of investment earnings of the Plans and fees. Allocations are based on participants' contributions or account balances, as defined.

VESTING - All participant accounts are fully vested and nonforfeitable at all times.

INVESTMENT OPTIONS - Beginning April 1, 1996, all investments are held in a Master Trust (see Note 7). Employees elect to have their contributions invested in increments of 10% in the following funds within the Master Trust: the Pacific Enterprises Common Stock Fund and the following funds offered by T. Rowe Price, trustee of the Plans: the Blended Stable Value Fund, Personal Strategy Funds (Income, Balanced, and Growth), International Stock Fund, New Horizons Fund, New Income Fund, Prime Reserve Fund, and Equity Index Fund. Prior to April 1, 1996, employees elected to have their contributions invested in increments of 10% in the following funds: Pacific Enterprises Common Stock, Guaranteed Interest Contracts, Money Market (Fidelity Daily Income Trust), Balanced (Phoenix Balanced Fund) and Diversified (Mellon Stock Index).

BENEFIT PAYMENTS - Payments are recorded when paid.

PLAN TERMINATION - Although they have not expressed any intent to do so, the Companies have the right under the Plans to discontinue their contributions at any time and to terminate the Plans subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The Plans maintain their combined financial statements on the accrual basis of accounting.

USE OF ESTIMATES - The preparation of combined financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and disclosures at the date of the combined financial statements and the reported changes in net assets during the reporting period. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plans' investments are stated at fair value based on quoted market prices. Pacific Enterprises common stock is valued at its quoted market price of \$37.625 and \$30.375 at December 31, 1997 and 1996, respectively. Effective April 1, 1996, the Plans are valued daily.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

BENEFITS PAYABLE - Net assets available for plan benefits at December 31, 1997 and 1996 include \$249,597 and \$194,410, respectively, for participants who have withdrawn from the Plans but have not yet been paid their vested benefits.

3. INVESTMENTS

The Plans' investments were held by T. Rowe Price for the year ended December 31, 1997 and the nine months ended December 31, 1996 and by Bankers Trust Company of California, N.A., for the three months ended March 31, 1996.

Investments that represent 5% of the Plans' net assets are identified below.

	December 31,	
	1997	1996
	(Dollars in Thousands)	
Investment in Master Trust (Note 7)	\$ 553,101	\$ 436,907

4. TAX STATUS

On January 16, 1996 and November 19, 1996, the Internal Revenue Service issued the Pacific Enterprises Plan and Southern California Gas Company Plan, respectively, favorable determination letters stating that each of the Plans is designed in accordance with the applicable sections of the Internal Revenue Code (the "IRC"), and the underlying trust is therefore exempt from taxation under Section 501(a) of the IRC. Once qualified, each Plan is required to operate in accordance with applicable sections of the IRC and ERISA. The Plans' administrator and the Plans' tax counsel believe that each Plan is designed and currently being operated in compliance with the applicable requirements of the IRC.

5. SHAREHOLDERS' LAWSUIT

Relative to a settlement of a shareholders' lawsuit in which the Plans were claimants, the Plans received settlement funds in 1997 and 1996.

6. PARTICIPANT LOANS

Effective April 1, 1996, the Plans were amended to allow participants to borrow against the balance in their individual accounts within the Plans. A participant is limited to borrowing a maximum of 50% of the present value of his or her account balance or \$50,000, whichever is less. The minimum amount that can be borrowed is \$1,000, and the fee charged for processing each loan is paid by each participant who takes out a loan. All loans have a maximum repayment period of five years. The interest rate charged is based on 1% above the prime rate as published monthly in the Wall Street Journal, and the rate is fixed for the life of the loan.

7. INVESTMENTS IN THE MASTER TRUST

The Plans' assets are held in a trust account at T. Rowe Price, trustee of the Plans, and consist of an interest in the Pacific Enterprises Retirement Savings Plan and the Southern California Gas Company Retirement Savings Plan Master Trust (the "Master Trust"). Use of the Master Trust permits the commingling of the trust assets of the Companies' benefit plans for investment and administrative purposes. The Pacific Enterprises Plan and Southern California Gas Company Plan have an approximate 9% and 91% interest, respectively, in the net assets available for plan benefits of the Master Trust at December 31, 1997.

Net earnings of the Master Trust are allocated daily by T. Rowe Price to each participating account balance. Net earnings include interest income, dividend income and net appreciation (depreciation) of investments. Benefit payments, contributions, and expenses are made on a specific identification basis.

The net assets available for plan benefits of the Master Trust at December 31, 1997 and 1996 are summarized as follows (dollars in thousands):

Investments at Fair Value:	1997	1996
	-----	-----
Pacific Enterprises common stock	\$ 373,038	\$ 299,346
Equity Index Fund	99,830	71,473
Personal Strategy Balance Fund	26,862	22,176
Blended Stable Value Fund	25,614	26,354
Prime Reserve Fund	9,485	9,181
New Horizons Fund	7,668	4,334
International Stock Fund	3,382	1,833
Personal Strategy Income Fund	1,535	524
Personal Strategy Growth Fund	4,326	1,122
New Income Fund	1,361	564
	-----	-----
Net assets available for plan benefits	\$ 553,101	\$ 436,907
	-----	-----

Interfund and interplan transfers (to) from Southern California Gas Co. and Pacific Enterprises Retirement Savings Plans	1,223	1,741	622	483	4,125
	-----	-----	-----	-----	-----
NET INCREASE (DECREASE)	1,549	3,334	797	304	28,357
NET ASSETS AVAILABLE FOR PLAN BENEFITS:					
Beginning of year	1,833	4,334	564	9,181	71,473
	-----	-----	-----	-----	-----
End of year	\$ 3,382	\$ 7,668	\$ 1,361	\$ 9,485	\$ 99,830
	-----	-----	-----	-----	-----

8. ADDITIONAL BY-FUND INFORMATION

The changes in net assets available for plan benefits of the Master Trust for the nine months ended December 31, 1996 are summarized as follows by fund (dollars in thousands):

	TOTAL	PACIFIC ENTERPRISES COMMON STOCK	BLENDED STABLE VALUE FUND	PERSONAL STRATEGY INCOME FUND
ADDITIONS:				
Investment income:				
Net appreciation (depreciation) in fair value of investments	\$ 53,094	\$ 44,450		\$ (3)
Interest and dividends	16,436	11,274	\$ 1,224	30
	-----	-----	-----	-----
Total investment income	69,530	55,724	1,224	27
	-----	-----	-----	-----
Contributions:				
Employer	5,834	5,834		
Employee	15,498	6,327	1,742	68
	-----	-----	-----	-----
Total contributions	21,332	12,161	1,742	68
	-----	-----	-----	-----
Transfer from former trustee Litigation settlement	369,477 8	250,222	26,593	
	-----	-----	-----	-----
Total additions	460,347	318,107	29,559	95
	-----	-----	-----	-----
DEDUCTIONS:				
Distributions to employees, retirees or their beneficiaries	(12,549)	(8,063)	(976)	(1)
Investment fees	(174)	(123)	(13)	
Net loans to participants made during the period	(10,665)	(7,299)	(885)	(4)
	-----	-----	-----	-----
Total deductions	(23,388)	(15,485)	(1,874)	(5)
	-----	-----	-----	-----
Interfund and interplan transfers (to) from Southern California Gas Co. and Pacific Enterprises Retirement Savings Plans	(52)	(3,276)	(1,331)	434
	-----	-----	-----	-----
NET INCREASE	436,907	299,346	26,354	524
	-----	-----	-----	-----
NET ASSETS AVAILABLE FOR PLAN BENEFITS:				
Beginning of period				
	-----	-----	-----	-----
End of period	\$ 436,907	\$ 299,346	\$ 26,354	\$ 524
	-----	-----	-----	-----
	-----	-----	-----	-----
	PERSONAL STRATEGY BALANCED FUND	PERSONAL STRATEGY GROWTH FUND	INTERNATIONAL STOCK FUND	NEW HORIZONS FUND
ADDITIONS:				
Investment income:				
Net appreciation (depreciation) in fair value of investments	\$ 1,162	\$ (21)	\$ 41	\$ (255)
Interest and dividends	1,089	83	51	403
	-----	-----	-----	-----
Total investment income	2,251	62	92	148
	-----	-----	-----	-----
Contributions:				
Employer				
Employee	1,588	150	198	515
	-----	-----	-----	-----
Total contributions	1,588	150	198	515
	-----	-----	-----	-----
Transfer from former trustee Litigation settlement	21,144			
	-----	-----	-----	-----
Total additions	24,983	212	290	663
	-----	-----	-----	-----
DEDUCTIONS:				
Distributions to employees, retirees or their beneficiaries	(654)		(49)	(57)

Investment fees	(8)			(1)
Net loans to participants made during the period	(485)	(5)	(22)	(43)
	-----	-----	-----	-----
Total deductions	(1,147)	(5)	(71)	(101)
	-----	-----	-----	-----
Interfund and interplan transfers (to) from Southern California Gas Co. and Pacific Enterprises Retirement Savings Plans	(1,660)	915	1,614	3,772
	-----	-----	-----	-----
NET INCREASE	22,176	1,122	1,833	4,334
NET ASSETS AVAILABLE FOR PLAN BENEFITS:				
Beginning of period	-----	-----	-----	-----
End of period	\$ 22,176	\$ 1,122	\$ 1,833	\$ 4,334
	-----	-----	-----	-----

	NEW INCOME FUND	PRIME RESERVE FUND	EQUITY INDEX FUND
ADDITIONS:			
Investment income:			
Net appreciation (depreciation) in fair value of investments	\$ 4		\$ 7,716
Interest and dividends	13	\$ 358	1,911
	-----	-----	-----
Total investment income	17	358	9,627
	-----	-----	-----
Contributions:			
Employer			
Employee	68	542	4,300
	-----	-----	-----
Total contributions	68	542	4,300
	-----	-----	-----
Transfer from former trustee Litigation settlement		8,908	62,610
		8	
	-----	-----	-----
Total additions	85	9,816	76,537
	-----	-----	-----
DEDUCTIONS:			
Distributions to employees, retirees or their beneficiaries	(66)	(762)	(1,921)
Investment fees		(5)	(24)
Net loans to participants made during the period	(7)	(290)	(1,625)
	-----	-----	-----
Total deductions	(73)	(1,057)	(3,570)
	-----	-----	-----
Interfund and interplan transfers (to) from Southern California Gas Co. and Pacific Enterprises Retirement Savings Plans	552	422	(1,494)
	-----	-----	-----
NET INCREASE	564	9,181	71,473
NET ASSETS AVAILABLE FOR PLAN BENEFITS:			
Beginning of period	-----	-----	-----
End of period	\$ 564	\$ 9,181	\$ 71,473
	-----	-----	-----

The following presents by-fund information for the three months ended March 31, 1996 prior to the commingling of assets in the Master Trust (dollars in thousands):

Changes in net assets available for plan benefits for the three months ended March 31, 1996:

	TOTAL	PACIFIC ENTERPRISES COMMON STOCK	GUARANTEED INTEREST CONTRACTS	GOVERNMENT OBLIGATIONS
ADDITIONS:				
Investment income:				
Net (depreciation) appreciation in fair value of investments	\$ (20,706)	\$ (23,686)		
Interest and dividends	4,414	3,409	\$ 367	\$ 6
Total investment (loss) income	(16,292)	(20,277)	367	6
Contributions:				
Employer	2,052	2,052		
Employee	5,302	2,297	684	
Total contributions	7,354	4,349	684	
Litigation settlement	43			
Total additions	(8,895)	(15,928)	1,051	6
DEDUCTIONS:				
Distributions to employees, retirees or their beneficiaries	(19,200)	(12,023)	(1,782)	(21)
Other	(7)	(1,205)	(1,503)	(1)
Total deductions	(19,207)	(13,228)	(3,285)	(22)
Transfer to successor trustee	(369,477)	(250,221)	(26,593)	(395)
NET (DECREASE) INCREASE	(397,579)	(279,377)	(28,827)	(411)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:				
Beginning of period	397,586	279,377	28,827	411
End of period	\$ 7	\$ -	\$ -	\$ -
				(P.E.O.C.) BT BALANCED CASH FUND
	MONEY MARKET	BALANCED	DIVERSIFIED	
ADDITIONS:				
Investment income:				
Net (depreciation) appreciation in fair value of investments		\$ 103	\$ 2,877	
Interest and dividends	\$ 109	173	349	\$ 1
Total investment (loss) income	109	276	3,226	1
Contributions:				
Employer	184	595	1,542	
Employee				
Total contributions	184	595	1,542	
Litigation settlement				43
Total additions	293	871	4,768	44
DEDUCTIONS:				
Distributions to employees, retirees or their beneficiaries	(782)	(1,188)	(3,367)	(37)

Other	425	542	1,735	
	-----	-----	-----	----
Total deductions	(357)	(646)	(1,632)	(37)
	-----	-----	-----	----
Transfer to successor trustee	(8,514)	(21,144)	(62,610)	
	-----	-----	-----	----
NET (DECREASE) INCREASE	(8,578)	(20,919)	(59,474)	7
NET ASSETS AVAILABLE FOR PLAN BENEFITS:				
Beginning of period	8,578	20,919	59,474	-
	-----	-----	-----	----
End of period	\$ -	\$ -	\$ -	\$ 7
	-----	-----	-----	----

9. MERGER AGREEMENT WITH ENOVA CORPORATION

On October 14, 1996, Pacific Enterprises and Enova Corporation, the parent company of San Diego Gas and Electric Company, announced an agreement to a business combination in which they will each become a subsidiary of a new holding company named Sempra Energy. The proposed merger remains subject to approval by the Securities and Exchange Commission, which is expected during the summer of 1998. All other regulatory approvals have been received and the combination is expected to be effective after receiving final approval from the Securities and Exchange Commission. There are no changes planned with respect to the Southern California Gas Company Retirement Savings Plan as a result of the merger.

It is expected that the Pacific Enterprises Retirement Savings Plan will eventually be succeeded by the new Sempra Energy Retirement Savings Plan; however, management is not able to estimate when this might occur.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plans' sponsors have duly caused this annual report to be signed on their behalf by the undersigned thereunto duly authorized.

Pacific Enterprises Retirement Savings Plan

Date: June 24, 1998 /s/ G. JOYCE ROWLAND

G. Joyce Rowland, Vice President

Southern California Gas Company Retirement Savings Plan

Date: June 24, 1998 /s/ G. JOYCE ROWLAND

G. Joyce Rowland, Vice President

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statements No. 2-96782 and 33-26357 on Form S-8 of our reports relating to the Pacific Enterprises and Southern California Gas Company Retirement Savings Plans dated June 5, 1998 appearing in this Annual Report on Form 11-K of the Pacific Enterprises and Southern California Gas Company Retirement Savings Plans for the year ended December 31, 1997.

/s/ Deloitte & Touche LLP
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Los Angeles, California
June 25, 1998