

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO/A

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.5)

SEMPRA ENERGY
(Name Of Subject Company (issuer) and Filing Person (offeror))

COMMON STOCK, WITHOUT PAR VALUE
(Title of Class of Securities)

816851109
(CUSIP Number of Class of Securities)

JOHN R. LIGHT, ESQ.
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
SEMPRA ENERGY
101 ASH STREET
SAN DIEGO, CALIFORNIA 92101-3017
(619) 696-2034

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of the Filing Person(s))

COPY TO:
BARRY M. CLARKSON, ESQ.
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701 B STREET, SUITE 2100
SAN DIEGO, CALIFORNIA 92101-8197
(619) 236-1234

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- third-party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results
of the tender offer

This Amendment No. 5 to Tender Offer Statement on Schedule TO relates to the offer by Sempra Energy, a California corporation, to purchase shares of its common stock, without par value. Sempra offered to purchase up to 36,000,000 shares at a price not in excess of \$20.00 nor less than \$17.50 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares. Sempra's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 26, 2000 and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constituted the offer. All shares tendered and purchased include the associated preferred stock purchase rights issued pursuant to a Rights Agreement dated as of May 26, 1998 between Sempra and First Chicago Trust Company of New York, as rights agent, and, unless the context otherwise requires, all references to shares include the associated preferred stock purchase rights.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of Schedule TO is hereby supplemented and amended by adding the following at the end thereof:

The offer expired at 5:00 p.m., New York City time, on February 25, 2000. Sempra accepted a total of 36,142,340 shares at a purchase price of \$20.00 per share. Sempra increased its offer, as permitted by applicable rules, to accept 142,340 additional shares for purchase from stockholders who tendered shares in the offer and held fewer than 100 shares following proration. The final proration factor for the offer was 89.32%. As of January 25, 2000, Sempra had 240,345,446 shares outstanding. Following the purchase of the shares in the offer, Sempra has approximately 204 million shares outstanding.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of Schedule TO is hereby supplemented and amended by adding the following:

On February 28, 2000, Sempra issued a press release announcing the preliminary results of the offer, a copy of which is filed as Exhibit (a)(5)(ix) hereto and is incorporated herein by reference. On March 6, 2000, Sempra issued a press release announcing the final results of the offer, a copy of which is filed as Exhibit (a)(5)(x) hereto and is incorporated herein by reference.

ITEM 12. EXHIBITS.

Item 12 is hereby amended by the addition of the following Exhibits:

- (a)(5)(ix) Press Release dated February 28, 2000.
- (a)(5)(x) Press Release dated March 6, 2000.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2000

SEMPRA ENERGY

By: /s/ CHARLES A. MCMONAGLE

Name: Charles A McMonagle

Title: Vice President and Treasurer

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

(a)(5)(ix)	Press Release dated February 28, 2000.
(a)(5)(x)	Press Release dated March 6, 2000.

Media Contact: Doug Kline
Sempra Energy
877-866-2066
www.sempra.com

Analyst Contact: Clem Teng
Sempra Energy
877-736-7727

SEMPRA ENERGY ANNOUNCES PRELIMINARY RESULTS OF SELF-TENDER OFFER

36 MILLION SHARES TO BE REPURCHASED

SAN DIEGO, Feb. 28, 2000 -- Sempra Energy (NYSE: SRE) today announced the preliminary results of its Dutch Auction self-tender offer. The offer to repurchase shares expired Feb. 25, 2000, at 5 p.m. EST.

As previously announced, Sempra Energy is implementing a series of financial initiatives to provide the company with increased financial flexibility to invest in growing domestic and international businesses. In addition to the tender offer, the initiatives included the reduction of its quarterly dividend to \$0.25 per share (\$1.00 annualized rate) from \$0.39 per share (\$1.56 annualized rate).

"We are pleased with the success of our tender offer," said Richard D. Farman, chairman and chief executive officer of Sempra Energy. "This is an important component of our plan to develop greater financial flexibility to invest in growth businesses in the near term and to increase our compound average growth rate in earnings per share over the next three years. It demonstrates our ongoing strategy to be a more focused, flexible and competitive energy services company."

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Based on a preliminary count by First Chicago Trust Company of New York, the depositary for the offer, 41.2 million shares of common stock were properly tendered and not withdrawn at prices at or below \$20.00 per share. Sempra Energy expects to purchase 36 million shares at a price of \$20.00 per share. The preliminary proration factor for the tender offer is approximately 87.1 percent of the shares tendered. Sempra Energy may, in its discretion, purchase additional shares from shareholders who hold an odd-lot following proration.

The determination of the actual purchase price for the common stock and the actual proration factor are subject to final confirmation of the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure. Payment for the shares accepted for purchase, and return of all other shares tendered but not accepted for purchase, will occur as soon as practicable after determination of the final proration factor. The repurchase is being financed with the proceeds of Sempra Energy's recently completed public offerings of senior notes and trust-preferred securities.

As noted in Sempra Energy's Offer to Purchase, the company may in the future purchase additional shares in the open market, through private transactions, tender offers or otherwise. Under applicable securities laws, Sempra Energy may not repurchase any shares of its common stock until after March 10, 2000.

After the purchase of the shares through the Dutch Auction tender offer, Sempra Energy will have approximately 204 million shares of its common stock outstanding. The closing price of Sempra Energy common stock on Feb. 25, 2000, was \$18.75 per share.

The dealer manager for the offer was Goldman, Sachs & Co. The information agent was D.F. King & Co., Inc.

Sempra Energy, based in San Diego, is a Fortune 500 energy services holding company with 12,000 employees and annual revenues of \$5.5 billion. Through its seven principal subsidiaries -- Southern California Gas Company, San Diego Gas & Electric, Sempra Energy Solutions, Sempra Energy Trading, Sempra Energy International,

Sempra Energy Resources and Sempra Energy Financial -- Sempra Energy serves 9 million customers in the United States, Europe, Canada, Mexico, and South America.

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This press release contains statements that are not historical fact and constitute projections, forecasts or forward-looking statements. When we use words like "believes," "expects," "anticipates," "intends," "plans," "estimates," "may," "should" or similar expressions, or when we discuss our strategy or plans, we are making projections, forecasts or forward-looking statements. These statements are not guarantees of performance. They involve risks, uncertainties and assumptions that could cause the company's future results to differ materially from those expressed in these statements. Many of the factors that will determine these results are beyond the company's ability to control or predict. These statements are necessarily based upon various assumptions involving judgments with respect to the future. These risks and uncertainties, include, among others: national, international, regional and local economic, competitive and regulatory conditions and developments; capital market conditions, inflation rates and interest rates; energy markets, including the timing and extent of changes in commodity prices; weather conditions; business, regulatory and legal decisions; the pace of deregulation of retail natural gas and electricity delivery; technological developments; the timing and success of business development efforts; and other uncertainties, all of which are difficult to predict and many of which are beyond the company's control. These risks and uncertainties are further discussed in the company's Annual Report on Form 10-K for the fiscal year ended Dec. 31, 1998, which has been filed with the Securities and Exchange Commission and is available through the EDGAR system without charge at its website at www.sec.gov.

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Media Contact: Doug Kline
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Analyst Contact:

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SEMPRA ENERGY ANNOUNCES FINAL RESULTS
OF SELF-TENDER OFFER

SAN DIEGO, March 6, 2000 -- Sempra Energy (NYSE:SRE) today announced the final results of its Dutch auction self-tender offer, which expired Feb. 25, 2000.

Based on the final count by First Chicago Trust Company of New York, the depositary for the offer, Sempra Energy accepted for purchase 36,142,340 shares of its common stock at a price of \$20.00 per share. According to the depositary, approximately 40.9 million shares were properly tendered and not withdrawn at prices at or below \$20.00 per share. Sempra Energy has been informed by the depositary that the final proration factor for the offer was 89.3 percent.

Sempra Energy commenced the self-tender offer for up to 36 million shares of its common stock on Jan. 26, 2000. As permitted by applicable rules, Sempra Energy increased its offer to purchase 142,340 additional shares from shareholders who tendered shares in the offer and held fewer than 100 shares following proration.

Payment for the shares accepted in the offer and return of the shares not accepted for purchase will be made promptly by First Chicago Trust Company of New York. Following the purchase of the shares through the tender offer, Sempra Energy now has approximately 204 million shares of common stock outstanding.

The dealer manager for the offer was Goldman, Sachs & Co. The information agent was D.F. King & Co. Inc.

Sempra Energy, based in San Diego, is a Fortune 500 energy services holding company with 12,000 employees and annual revenues of 5.5 billion. Through its seven principal subsidiaries - - Southern California Gas Company, San Diego Gas & Electric, Sempra Energy Solutions, Sempra Energy Trading, Sempra Energy International, Sempra Energy Resources and Sempra Energy Financial -- Sempra Energy serves 9 million customers in the United States, Europe, Canada, Mexico, and South America.

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