

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
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<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
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SEMPRA ENERGY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required.
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2016 Corporate Governance & Executive Compensation Update

Spring 2016

*The following information supplements the proxy statement of Sempra Energy filed with the Securities and Exchange Commission on March 25, 2016 ("Proxy Statement"), and should be read in conjunction with such Proxy Statement.



Business Overview

Our Business

- Sempra Energy is an energy services holding company. Our business units invest in, develop and operate energy infrastructure, and provide gas and electricity services to our customers in North and South America
- Our companies include:
 - Southern California Gas Company (*California regulated utility*)
 - San Diego Gas & Electric (*California regulated utility*)
 - Sempra U.S. Gas & Power
 - Sempra International

Our Strategy

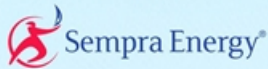
- Drive robust growth with a risk profile that is commensurate with that of the utility industry
- Develop and operate long-term-contracted energy infrastructure assets and regulated utilities through the disciplined deployment of capital across our **growth platforms**:



Market Cap: \$25.3B¹
 2015 Revenues: \$10.2B
 17,000 employees
 32 million consumers worldwide
 Fortune 500 and S&P 500 Company

Sempra Energy Companies

 <p>Southern California Gas Company</p> <ul style="list-style-type: none"> Regulated public utility that delivers natural gas to 21.6 million consumers Largest natural gas distribution utility in the U.S. 	 <p>Sempra U.S. Gas & Power Company</p> <ul style="list-style-type: none"> Leading developer of renewable energy and natural gas solutions Operates natural gas storage facilities, pipelines and distribution utilities³
 <p>San Diego Gas & Electric</p> <ul style="list-style-type: none"> Regulated public utility that provides energy services to 3.6 million consumers Service area spans 4,100 square miles in San Diego and southern Orange counties 	 <p>Sempra International</p> <ul style="list-style-type: none"> Develops, owns and operates energy infrastructure assets, and distributes energy in Mexico, Chile, and Peru



1) Market capitalization as of April 26, 2016.
 2) Includes a loss at Parent & Other of \$152 million.
 3) We have entered into an agreement to sell these distribution utilities.

Performance Update

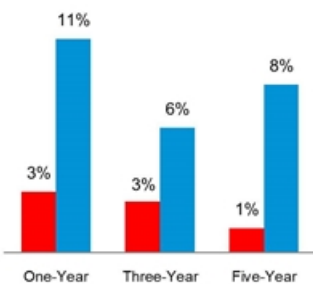
Delivering Strong Long-Term Performance

- 2015 was a challenging year in the energy infrastructure business, and stocks dropped sharply across the sector as a result of weakness in oil & gas markets
- Although Sempra's one-year TSR lagged the market, our long-term TSR, EPS and dividend growth demonstrate superior performance compared to our peers. In February 2016, the board approved an additional 8% increase in the annual dividend to \$3.02 per share.
- We continued to execute on our strategic goals, including the on-track development of our three-train Cameron Liquefied Natural Gas export project
- Since our CEO took over on June 27, 2011, shareholders have experienced a doubling of the stock price, in addition to a strong and growing dividend

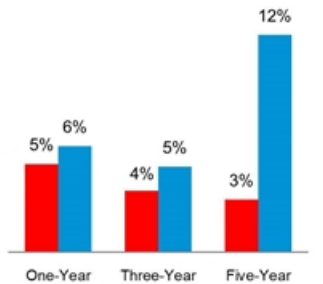
Positioned for Future Growth

- Our five-year capital plan includes investments in utility operations and projects in the U.S. and Latin America that are expected to provide the strong returns needed to achieve our strategy

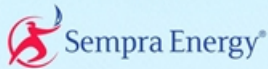
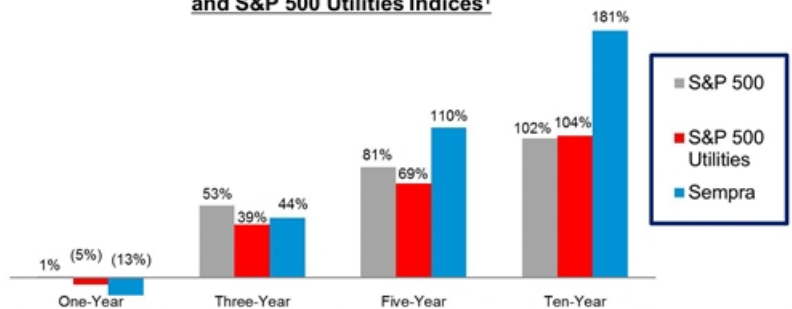
SRE Adjusted EPS CAGR vs. S&P 500 Utilities Index^{1,2}



SRE Dividend CAGR vs. S&P 500 Utilities Index¹



SRE TSR vs. S&P 500 and S&P 500 Utilities Indices¹



1) 1-, 3-, 5-, and 10-year comparisons are as of December 31, 2015.
 2) Adjusted Earnings Per Share Growth Rates based on Adjusted Earnings Per Share are non-GAAP financial measures. On a GAAP basis, our one-year (2014-2015) Earnings Per Share Growth Rate was 16% and our three-year (2012-2015) and five year (2010-2015) CAGRs were 16% and 13%, respectively. For a reconciliation of Adjusted and GAAP Earnings Per Share Growth Rates, please see Appendix A to this presentation.

Skilled, Independent Board¹

 William Rusnack (2001) Lead Independent Director Former President & CEO, Premcor	 Debra Reed (2011) Chair & CEO, Sempra Energy
 Alan Boeckmann (2011) Former CEO & Chair, Fluor Corp.	 William Rutledge (2001) CEO, AquaNano
 Kathleen Brown (2013) Partner, Manatt, Phelps & Phillips	 Lynn Schenk (2008) Private practice attorney
 Pablo Ferrero (2013) Independent energy consultant	 Jack Taylor (2013) Former COO-Americas and Executive Vice Chair, KPMG (U.S.)
 William Jones (1998) President & CEO, CityLink Investment Corp.	 James Yardley (2013) Former Executive VP, El Paso Corp.
 William Ouchi (1998) Co-Director, Health Innovations Board & Prof. Emeritus, UCLA Medical School	

Empowered Independent Oversight

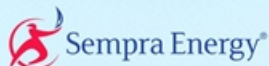
- Lead Director provides robust independent oversight of management
 - LID role was strengthened in 2012 in response to shareholder feedback
- Proactive approach to risk management with integrated risk framework
 - Categories of risk oversight are housed within committees by topic, including a dedicated Environmental, Health, Safety and Technology Committee

Board Composition Aligned with Corporate Strategy

- Board possesses valuable breadth and depth of experience to oversee Sempra's multiple business units and global operations

- | | |
|------------------------------------|--------------------------------|
| ✓ Energy distribution & generation | ✓ Finance and investment |
| ✓ Oil & natural gas | ✓ International business |
| ✓ Infrastructure development | ✓ Public sector and regulation |
| ✓ Real estate | ✓ Risk management |
| ✓ Engineering | ✓ Executive experience |

Diverse and Independent Leadership



1) Information only includes the 11 directors nominated for re-election.

Shareholder Engagement and Governance

Shareholder Engagement

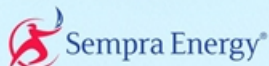
- Understanding the viewpoints of our shareholders and incorporating their feedback is a critical component of our corporate governance philosophy
- Within the past year, we engaged with shareholders representing over 40% of our shares outstanding (50% of our institutional share ownership) regarding corporate governance and executive compensation matters
- Feedback is reflected in recent updates we have made to our corporate governance and compensation practices

History of Responding to Shareholder Feedback

- **2012:**
 - Strengthened role of Lead Independent Director
 - Added operational measures (safety and customer satisfaction) to annual incentive plan
- **2013:**
 - Implemented “double trigger” accelerated equity vesting upon a change in control¹
- **2014:**
 - Added 3-year EPS CAGR as second LTIP metric
- **2015:**
 - Adopted proxy access
 - Added absolute TSR modifier to LTIP
 - Strengthened stock ownership guidelines

Corporate Governance Best-Practices

- ✓ Annual elections
- ✓ Majority voting
- ✓ Integrated risk management framework
- ✓ Special meeting rights at 10% threshold
- ✓ No poison pill
- ✓ Annual Board, committee and individual director evaluations
- ✓ Proxy Access



1) The “double trigger” is described on pg. 34 of our Proxy Statement.

Compensation Plan Fosters Alignment

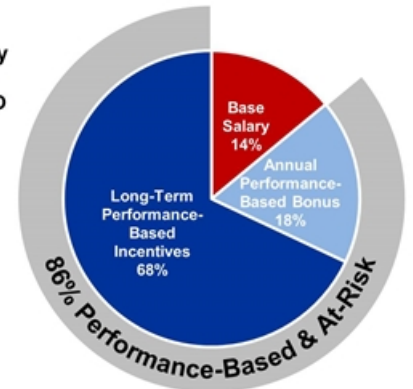
Component Key Characteristics

Component	Key Characteristics
Base Salary	<ul style="list-style-type: none"> Benchmarked to median of comparably-sized general industry peer group (excluding financial services companies)
Annual Performance-Based Bonus	<ul style="list-style-type: none"> Utilizes earnings¹ (weighted at 85%), and safety and customer satisfaction measures (weighted at 15%) No bonus payment unless company exceeds threshold performance level for year
Long-Term Performance-Based Incentives	<ul style="list-style-type: none"> 100% performance-based – unusual in both general industry and utilities industry 3-year performance period Two performance measures, both of which are based on relative performance: <ul style="list-style-type: none"> 80%: Relative TSR measured vs. S&P 500 and S&P 500 Utilities Indices 20%: 3-year EPS CAGR <ul style="list-style-type: none"> Payout scale set based on consensus EPS CAGR of S&P 500 Utilities peers Added absolute TSR modifier in 2015 Performance at threshold results in zero payout²

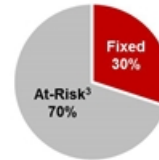
2015 Target CEO Pay Mix is Significantly More Performance-Based than Peers'

Sempra Energy

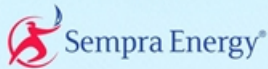
2015 Target CEO Pay Mix



General Industry Peer Group Average Pay Mix



Utilities Peer Group Average Pay Mix



- For annual bonus plan purposes, "earnings" is defined as Sempra Energy Net Income, excluding earnings attributable to non-controlling interests. Adjustments are determined by the Compensation Committee at the beginning of the year and are described on pg. 40 of our Proxy Statement.
- According to a 2015 Aon Hewitt survey, over half of responding companies pay 50% at threshold performance, and only 1% of responding companies pay less than 25% at threshold performance. Further, 86% of Sempra Energy's S&P 500 Utilities Index peers have a payout of at least 25% of target at threshold; 55% have a payout of 50% of target at threshold.
- Includes stock options.

CEO Compensation Targeted at Median

In December 2014, the Compensation Committee aligned 2015 CEO target compensation with the peer group median to reflect outstanding company performance during her tenure

Aligning pay with peer group median

- CEO Reed's target total compensation had lagged our general industry peer group since her promotion to CEO in 2011
 - Our general industry peer group reflects the labor market from which we recruit for executive positions
 - Two-thirds of Sempra Energy officers were hired from outside the utilities industry
- 2014 target total compensation approximated the 25th percentile of our general industry peer group
- The Compensation Committee considered the highly competitive market for executive talent in approving a CEO base salary increase for 2015; a base-salary increase was granted to align CEO Reed's salary with the median of Sempra's general industry peer group

Outstanding Performance

- The Compensation Committee evaluates CEO performance in the context of business performance and the achievement of strategic and financial objectives
- In making compensation decisions in December 2014, the Compensation Committee recognized CEO Reed's outstanding performance in meeting or exceeding her 2014 objectives:
 - Adjusted diluted EPS increased 13%¹ compared to 2013
 - Exceeded 2014 earnings guidance
 - Stock achieved an all-time high price per share
 - Cameron LNG project commenced construction of LNG export trains
 - All business units achieved strong financial and operational performance



1) Increased 15% on a GAAP basis. For a reconciliation of Adjusted and GAAP Earnings Per Share Growth Rates, please see Appendix A of this presentation.

Performance-Based LTIP with Rigorous Metrics

CEO equity compensation is 100% performance-based and utilizes challenging goals to drive industry-leading performance

LTIP Metrics	Criteria		
TSR (80% weighting)	Performance Measure		Shares Received for Each RSU
	Cumulative TSR vs. S&P 500		1.0 Share Earned if Cumulative TSR meets/exceeds S&P 500
	Cumulative TSR Percentile vs. S&P 500 Utilities		
	90th Percentile or Above		2.0
	70th Percentile		1.5
	50th Percentile		1.0
40th Percentile		0.5	
30th Percentile or Below		0.0	
EPS CAGR (20% weighting)	EPS CAGR	Percentile of Analyst Estimates for S&P 500 Utilities EPS CAGR ²	Shares Received for Each RSU
	8.0% or Higher	98th	2.0
	6.6%	75th	1.5
	4.7%	Median	1.0
	3.2%	25th	0.0

Sempra LTIP vs. Peers

Sempra Energy

100%

Performance-Based RSUs

General Industry Peer Group Average

48%

Performance-based¹

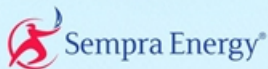
Utilities Peer Group Average

68%

Performance-based¹

Only **10%** of Fortune 500 companies' LTI plans are **100%** performance-based³

LTIP metrics payout scale provides for zero payout at threshold, atypical among our peers



- 1) Does not include stock options.
- 2) Three-year EPS CAGRs for the S&P 500 Utilities Index companies were calculated by an independent third party using analyst consensus estimates as reported in S&P Capital IQ as of 12/31/14.
- 3) Source: [Equilar](#)

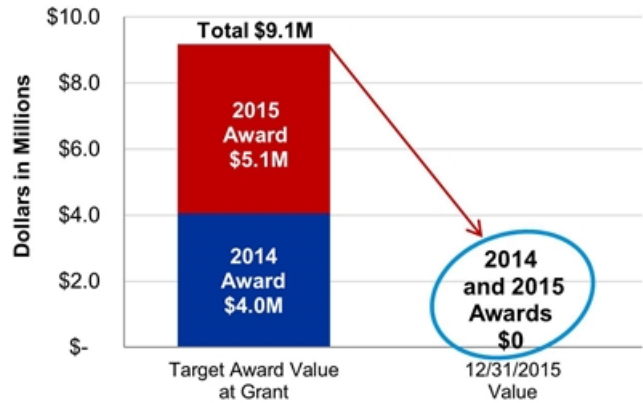
Historical Payouts Demonstrate Alignment

LTIP payouts reflect Sempra's strong performance over the long-term; outstanding awards reflect recent challenges for the energy infrastructure business

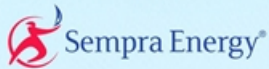
2011 and 2012 Award TSR Performance & Payouts

Award Period	TSR Performance	TSR Performance Percentile ¹	LTIP Payout
2011 – 2014	243%	97 th	Max
2012 – 2015	199%	96 th	Max

CEO's TSR-Based LTI Awards: 2014-2015 as of 12/31/15



Focus on TSR ensures that management compensation is aligned with shareholder outcomes



1) Among S&P 500 Utilities Index companies.

Strong Compensation Governance Practices

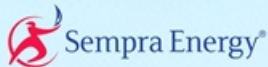
What we do:

- ✓ Incorporate shareholder feedback in our compensation program design
- ✓ Multiple performance measures in LTIP and STIP
- ✓ LTIP includes “double trigger” equity vesting
- ✓ Clawback policy in place
- ✓ Stock ownership requirements in place (6x base pay for CEO, 5x retainer for Directors)¹
- ✓ Employ independent advisors to conduct risk assessment of compensation programs

What we don't do:

- ✗ No excise tax gross-ups for NEOs
- ✗ No NEO employment contracts
- ✗ No stock-option repricing or recycling of shares for exercising of options or SARs
- ✗ No hedging or pledging of shares
- ✗ No guaranteed bonuses or uncapped incentives

Strong compensation governance and pay-for-performance alignment have led to our executive compensation program receiving an average of 94% support from investors over the past 3 years



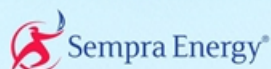
1) In response to shareholder feedback, in 2015 we added the requirement that executives retain a number of shares equal to at least 50% of net after-tax shares acquired through equity compensation awards until targets are achieved.

Appendix A



RECONCILIATION OF NON-GAAP FINANCIAL MEASURES (unaudited)¹

	Years ended December 31					
(Dollars in millions, except per share amounts)	2010	2011	2012	2013	2014	2015
Sempra Energy GAAP Earnings	\$ 709	\$ 1,331	\$ 859	\$ 1,001	\$ 1,161	\$ 1,349
<i>Exclude:</i>						
Gain on sale of Mesquite Power block 2	-	-	-	-	-	(36)
SONGS plant closure loss (adjustment)	-	-	-	119	21	(15)
LNG liquefaction development expenses	-	-	-	-	-	10
Retroactive impact of 2012 GRC for full-year 2012	-	-	-	(77)	-	-
Rockies Express impairment charge, net of Kinder Morgan receipt	-	-	214	-	-	-
Remeasurement gain	-	(277)	-	-	-	-
Sempra Commodities losses	155	-	-	-	-	-
Sempra Energy Adjusted Earnings	\$ 864	\$ 1,054	\$ 1,073	\$ 1,043	\$ 1,182	\$ 1,308
Diluted earnings per common share:						
Sempra Energy GAAP Earnings	\$ 2.86	\$ 5.51	\$ 3.48	\$ 4.01	\$ 4.63	\$ 5.37
Sempra Energy Adjusted Earnings	\$ 3.49	\$ 4.36	\$ 4.35	\$ 4.18	\$ 4.71	\$ 5.21
Weighted-average number of shares outstanding, diluted (thousands)	247,942	241,523	246,693	249,332	250,655	250,923
% increase in GAAP EPS (EPS Growth Rate) in 2015 compared to 2014						16%
% increase in Adjusted EPS (Adjusted EPS Growth Rate) in 2015 compared to 2014						11%
% increase in GAAP EPS (EPS Growth Rate) in 2014 compared to 2013					15%	
% increase in Adjusted EPS (Adjusted EPS Growth Rate) in 2014 compared to 2013					13%	
GAAP EPS Five-Year (2010 to 2015) CAGR						13%
Adjusted EPS Five-Year (2010 to 2015) CAGR						8%
GAAP EPS Three-Year (2012 to 2015) CAGR						16%
Adjusted EPS Three-Year (2012 to 2015) CAGR						6%



1) Sempra Energy Adjusted Earnings, Adjusted Earnings Per Share, and Adjusted Earnings Per Share Growth Rates are Non-GAAP financial measures (GAAP represents accounting principles generally accepted in the U.S.). Because of the significance and nature of these excluded items, management believes that these Non-GAAP financial measures provide a more meaningful comparison of the performance of Sempra Energy's business operations from 2015 to prior and future periods. Non-GAAP financial measures are supplementary information that should be considered in addition to, but not as a substitute for, the information prepared in accordance with GAAP.