

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.3)

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.
LATHAM & WATKINS
701 B STREET, SUITE 2100
SAN DIEGO, CALIFORNIA 92101-8197
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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. 3 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 is offering 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 is being 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 constitute the offer. All shares tendered and purchased will 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 7. Source and Amount of Funds or Other Consideration.

The information in the Offer to Purchase and the related Letter of Transmittal, copies of which were previously filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), and in Amendment No. 1 and Schedule TO filed on January 27, 2000, is incorporated herein by reference, together with the information in the paragraphs set forth below, in response to Item 7 of this Tender Offer Statement on Schedule TO.

"On February 16, 2000, Sempra Energy agreed to sell \$200 million of 30-year trust preferred securities in an underwritten public offering. The 8.90% trust preferred securities, due in 2030, will be offered at a price of \$25.00 through Sempra Energy Capital Trust I. On February 17, 2000, Sempra Energy agreed to sell \$500 million of 10-year senior notes in an underwritten public offering. The 7.95% senior notes, due in 2010, will be offered at 99.738% of the aggregate principal amount. The trust preferred securities and senior notes will be issued under Sempra's existing shelf registration statement (File No. 333-77843).

The respective closing of the offerings of trust preferred securities and senior notes, which are expected to occur on February 23, 2000, are subject to closing conditions customary for underwritten public offerings."

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: February 17, 2000

SEMPRA ENERGY

By: /s/ CHARLES A. MCMONAGLE

Name: Charles A. McMonagle

Title: Vice President and Treasurer