### RE 34 (4) e-FILING REPORT COVER SHEET



Send completed Cover Sheet and the Report in an email addressed to: <u>PUC.FilingCenter@state.or.us</u>

### REPORT NAME: PGE Major Shareholder Report - AR 544

COMPANY NAME: Portland General Electric

## DOES REPORT CONTAIN CONFIDENTIAL INFORMATION?

If yes, please submit only the cover letter electronically. Submit confidential information as directed in OAR 860-001-0070 or the terms of an applicable protective order.

If known, please select designation:	$\square$ RE (Electric)	RG (Gas)	RW (Water)	RO (Other)
Report is required by: 🖾 OAR Statute Order Other	860-027-0175			
Is this report associated with a special If yes, enter docket number:	_	No D	∐Yes	

List applicable Key Words for this report to facilitate electronic search: Major Shareholder Report

### DO NOT electronically file with the PUC Filing Center:

- Annual Fee Statement form and payment remittance or
  OUS or RSPF Surcharge form or surcharge remittance or
  - Any other Telecommunications Reporting or
  - Any daily safety or safety incident reports or
  - Accident reports required by ORS 654.715

## Please file the above reports according to their individual instructions.

PUC FM050 (Rev. 6/29/12) PGE 02/17/15



**Portland General Electric Company** 121 SW Salmon Street • Portland, Oregon 97204 PortlandGeneral.com

February 17, 2015

via E-Mail and US Mail PUC.filingcenter@state.or.us

Commission Filing Center Public Utility Commission of Oregon 3930 Fairview Industrial Dr. SE Salem, OR 97302-1166

### Re: OAR 860-027-0175 - PGE Major Shareholder Reporting

In accordance with Oregon Administrative Rule 860-027-0175 approved in Commission Order No. 10-462, dated November 30, 2010, Portland General Electric reports the following information regarding major shareholders as of December 31, 2014:

<u>Name of major shareholder</u> The Vanguard Group, Inc. BlackRock, Inc. <u>% of beneficial ownership</u> 7.56% 5.90%

The foregoing information is based on Schedule 13G reports filed with the Securities and Exchange Commission by BlackRock, Inc. and The Vanguard Group, Inc.

The following supporting documents are enclosed:

- 1) Schedule 13G filed with the Securities and Exchange Commission on February 11, 2015, by The Vanguard Group, Inc.
- 2) Schedule 13G filed with the Securities and Exchange Commission on January 30, 2015, by BlackRock, Inc.

These Schedule 13G filings are also available for download at the following address: <u>http://www.sec.gov/cgi-bin/browse-</u>

edgar?action=getcompany&CIK=0000784977&type=SC+13G%2FA&dateb=&owner=exclude&co unt=40

If you have any questions, please feel free to contact me at (503) 464-7580 or Peter Danielson at (503) 464-8586.

Sincerely,

∦atrick G. Hager ∕ Manager, Regulatory Affairs

encls cc:

Marc Hellman, OPUC (w/enclosure) Barbara Halle William Valach

Matthew Muldoon, OPUC (w/enclosure) Marc Bocci

y:\ratecase\opuc\dockets\ar-544\compliance filings\02.17.2015 - annual\pge oar 860-027-0175 major shareholder report 02.17.15.doc

## OAR 860-027-0175 - PGE Major Shareholder Reporting

Schedule 13G Filed February 11, 2015, by The Vanguard Group, Inc.

# PORTLAND GENERAL ELECTRIC CO / OR/ Filed by VANGUARD GROUP INC

# FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/11/15

Address

121 SW SALMON ST 1WTC0501 PORTLAND, OR 97204 Telephone 5034647779 CIK 0000784977 Symbol POR SIC Code 4911 - Electric Services **Electric Utilities** Industry

Utilities Sector

**Fiscal Year** 12/31

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#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### Schedule 13G

Under the Securities Exchange Act of 1934 (Amendment No.: 4)\*

Name of issuer: Portland General Electric Co

Title of Class of Securities: Common Stock

CUSIP Number: 736508847

Date of Event Which Requires Filing of this Statement: December 31, 2014

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

(X) Rule 13d-1(b)

() Rule 13d-1(c)

() Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

CUSIP No.: 736508847

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Vanguard Group - 23-1945930

A.

- 2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP
  - В. <u>Х</u>
- 3. SEC USE ONLY
- 4. CITIZENSHIP OF PLACE OF ORGANIZATION

Pennsylvania

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER

116,727

- 6. SHARED VOTING POWER
- 7. SOLE DISPOSITIVE POWER

5,810,505

8. SHARED DISPOSITIVE POWER

103,827

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,914,332

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.56%

12. TYPE OF REPORTING PERSON

IA

#### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### SCHEDULE 13G Under the Securities Act of 1934

Check the following [line] if a fee is being paid with this statement N/A

Item 1(a) - Name of Issuer:

Portland General Electric Co

#### Item 1(b) - Address of Issuer's Principal Executive Offices:

121 Sw Salmon Street Portland, Oregon 97204

Item 2(a) - Name of Person Filing:

The Vanguard Group - 23-1945930

#### Item 2(b) - Address of Principal Business Office or, if none, residence:

100 Vanguard Blvd. Malvern, PA 19355

Item 2(c) – Citizenship:

Pennsylvania

Item 2(d) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

736508847

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 - Ownership:

(a) Amount Beneficially Owned:

5,914,332

(b) Percent of Class:

7.56%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 116,727

(ii) shared power to vote or direct to vote:

(iii) sole power to dispose of or to direct the disposition of: 5,810,505

(iv) shared power to dispose or to direct the disposition of: 103,827

#### Comments:

Item 5 - Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company :

See Attached Appendix A

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

#### Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

#### Signature

After reasonable 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.

Date: 02/09/15

By /s/ F. William McNabb III\*

F. William McNabb III

#### President and Chief Executive Officer

\*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

#### Appendix A

Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 103,827 shares or .13% of the Common Stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts.

Vanguard Investments Australia, Ltd. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 12,900 shares or .01% of the Common Stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings.

#### By <u>/s/ F. William McNabb III\*</u>

#### F. William McNabb III

#### President and Chief Executive Officer

\*By: /s/ Glenn Booraem

Glenn Booraem, pursuant to a Power of Attorney filed September 9, 2013, see File Number 005-56905, Incorporated by Reference

# OAR 860-027-0175 - PGE Major Shareholder Reporting

Schedule 13G Filed January 30, 2015, by BlackRock, Inc.

# PORTLAND GENERAL ELECTRIC CO / OR/ Filed by BLACKROCK INC.

# FORM SC 13G/A

(Amended Statement of Ownership)

## Filed 01/30/15

Address 121 SW SALMON ST 1WTC0501 PORTLAND, OR 97204 Telephone 5034647779 CIK 0000784977 POR Symbol SIC Code 6282 - Investment Advice Industry **Investment Services** Financial Sector Fiscal Year 12/31

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# **SECURITIES AND EXCHANGE COMMISSION**

## Washington, D.C. 20549

#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No: 5)

# **PORTLAND GENERAL ELECTRIC CO**

(Name of Issuer)

Common Stock (Title of Class of Securities)

> <u>736508847</u> (CUSIP Number)

December 31, 2014 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b) [] Rule 13d-1(c) [] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 736508847 (1) Names of reporting persons. BlackRock, Inc. (2) Check the appropriate box if a member of a group (a) [ ] (b) [X] (3) SEC use only (4) Citizenship or place of organization Delaware Number of shares beneficially owned by each reporting person with: (5) Sole voting power 4428834 (6) Shared voting power NONE (7) Sole dispositive power 4638808 (8) Shared dispositive power

(9) Aggregate amount beneficially owned by each reporting person 4638808 (10) Check if the aggregate amount in Row (9) excludes certain shares (11) Percent of class represented by amount in Row 9 5.9% (12) Type of reporting person HC Item 1. Item 1(a) Name of issuer: \_\_\_\_\_ PORTLAND GENERAL ELECTRIC CO Item 1(b) Address of issuer's principal executive offices: \_\_\_\_\_ 121 SW SALMON ST Portland OR 97204 Ttem 2. 2(a) Name of person filing: \_\_\_\_\_\_ \_\_\_\_\_ BlackRock, Inc. 2(b) Address or principal business office or, if none, residence: BlackRock Inc. 55 East 52nd Street New York, NY 10022 2(c) Citizenship: See Item 4 of Cover Page 2(d) Title of class of securities: Common Stock 2(e) CUSIP No.: See Cover Page Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: [] Broker or dealer registered under Section 15 of the Act; [] Bank as defined in Section 3(a)(6) of the Act; [ ] Insurance company as defined in Section 3(a)(19) of the Act;

[ ] Investment company registered under Section 8 of the

Investment Company Act of 1940;

[ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

[] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

[X] A parent holding company or control person in accordance with

#### NONE

Rule 13d-1(b)(1)(ii)(G);
[ ] A savings associations as defined in Section 3(b) of the Federal
 Deposit Insurance Act (12 U.S.C. 1813);
[ ] A church plan that is excluded from the definition of an
 investment company under section 3(c)(14) of the Investment Company
 Act of 1940;
[ ] A non-U.S. institution in accordance with
 Rule 240.13d-1(b)(1)(ii)(J);
[ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing
 as a non-U.S. institution in accordance with
 Rule 240.13d-1(b)(1)(ii)(J), please specify the type of
 institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

4638808

Percent of class

5.9%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

4428834

Shared power to vote or to direct the vote

NONE

Sole power to dispose or to direct the disposition of

4638808

Shared power to dispose or to direct the disposition of

NONE

#### Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of PORTLAND GENERAL ELECTRIC CO. No one person's interest in the common stock of PORTLAND GENERAL ELECTRIC CO is more than five percent of the total outstanding common shares. Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

#### Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

#### See Item 5.

Item 10. Certifications By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable 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: January 12, 2015 BlackRock, Inc.

Signature: Matthew J. Fitzgerald

Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

#### Subsidiary

BlackRock Advisors (UK) Limited BlackRock Advisors, LLC

BlackRock Asset Management Canada Limited BlackRock Asset Management Ireland Limited BlackRock Fund Advisors BlackRock Institutional Trust Company, N.A. BlackRock International Limited BlackRock Investment Management (Australia) Limited BlackRock Investment Management (UK) Ltd BlackRock Life Limited

\*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G. Exhibit B

#### POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Matthew Mallow, Howard Surloff, Herm Howerton, Bartholomew Battista, Dan Waltcher, Karen Clark, Daniel Ronnen, John Stelley, Brian Kindelan, Matthew Fitzgerald, Charles Park, Carsten Otto and Con Tzatzakis acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively,

"documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated 10th day of July,2012 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 28th day of July, 2014.

BLACKROCK, INC.

By:\_ /s/ Chris Jones Name: Chris Jones Title: Chief Investment Officer