

SEMPRA ENERGY
Form 11-K
June 28, 2013
Table of Contents

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

FORM 11-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2012
- TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number 1-14201

SEMPRA ENERGY SAVINGS PLAN, SAN DIEGO GAS & ELECTRIC COMPANY
SAVINGS PLAN, SOUTHERN CALIFORNIA GAS COMPANY RETIREMENT SAVINGS
PLAN, MESQUITE POWER LLC SAVINGS PLAN AND MOBILE GAS SERVICE
CORPORATION EMPLOYEE SAVINGS PLAN

(Full title of the Plans)

SEMPRA ENERGY

(Name of the issuer of the securities held pursuant to the Plan)

101 Ash Street, San Diego, California 92101

(Address of principal executive office of the issuer)

Table of Contents

TABLE OF CONTENTS

AUDITED FINANCIAL STATEMENTS

Sempra Energy Savings Plan

San Diego Gas & Electric Company Savings Plan

Southern California Gas Company Retirement Savings Plan

Mesquite Power LLC Savings Plan

Mobile Gas Service Corporation Employee Savings Plan

SIGNATURES

EXHIBITS

23.0 Consent of Independent Registered Public Accounting Firm

Table of Contents

Sempra Energy Savings Plan

Financial Statements as of December 31, 2012 and 2011, and for the Year Ended December 31, 2012,
Supplemental Schedule as of December 31, 2012, and Report of Independent Registered Public
Accounting Firm

Table of Contents

SEMPRA ENERGY SAVINGS PLAN

TABLE OF CONTENTS

	Page
<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	1
<u>FINANCIAL STATEMENTS:</u>	
<u>Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011</u>	2
<u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012</u>	3
<u>Notes to Financial Statements as of December 31, 2012 and 2011 and for the Year Ended December 31, 2012</u>	4 15
<u>SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2012:</u>	
<u>Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)</u>	17

NOTE: Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required or they are filed by the trustee of the Master Trust in which the Plan participates.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the
Semptra Energy Savings Plan
San Diego, California

We have audited the accompanying statements of net assets available for benefits of the Semptra Energy Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. 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, such financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in the audit of the basic 2012 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP

San Diego, California
June 28, 2013

Table of Contents**SEMPRA ENERGY SAVINGS PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****AS OF DECEMBER 31, 2012 AND 2011****(Dollars in thousands)**

	2012	2011
CASH AND CASH EQUIVALENTS	\$ 13	\$ 68
INVESTMENT		
Investment in Sempra Energy Savings Master Trust, at fair value	207,169	167,672
RECEIVABLES:		
Notes receivable from participants	2,310	2,171
Employer contributions	664	830
Dividends	579	452
Participant contributions	210	192
Total receivables	3,763	3,645
NET ASSETS AVAILABLE FOR BENEFITS	\$ 210,945	\$ 171,385

See notes to financial statements.

Table of Contents**SEMPRA ENERGY SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****FOR THE YEAR ENDED DECEMBER 31, 2012****(Dollars in thousands)**

ADDITIONS:		
Net investment income	Plan interest in Sempra Energy Savings Master Trust investment income	\$ 34,212
Contributions:		
Employer		2,936
Participant		8,487
Total contributions		11,423
Interest income on notes receivable from participants		90
Total additions		45,725
DEDUCTIONS:		
Distributions to participants or their beneficiaries		7,894
Administrative expenses		107
Total deductions		8,001
INCREASE IN NET ASSETS BEFORE PLAN TRANSFERS		37,724
PLAN TRANSFERS:		
Transfers from plans of related entities		4,208
Transfers to plans of related entities		(2,372)
Net plan transfers into plan		1,836
INCREASE IN NET ASSETS		39,560
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		171,385
End of year		\$ 210,945

See notes to financial statements.

Table of Contents

SEMPRA ENERGY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2012 AND 2011, AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. PLAN DESCRIPTION AND RELATED INFORMATION

The following description of the Sempra Energy Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General The Plan is a defined contribution plan that provides employees of Sempra Energy or any affiliate who has adopted this Plan (the Company or Employer) with retirement benefits. Employees may participate immediately in the Plan and, after one year in which they complete 1,000 hours of service, receive an Employer matching contribution. Employees may make regular savings investments in Sempra Energy common stock and other optional investments permitted by the Plan. The Pension and Benefits Committee of the Company controls and manages the operation and administration of the Plan. T. Rowe Price (TRP or the Trustee) serves as the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees transfer between the Company and related entities for various reasons, resulting in the transfer of participation and participant assets from one plan to another.

Contributions Contributions to the Plan can be made under the following provisions:

Participating Employee Contributions Under the terms of the Plan, participants may contribute up to 50% of eligible pay on a pretax basis, an after-tax basis, or a combination thereof. The Internal Revenue Code (IRC) limited total individual pretax contributions to \$17,000 for 2012. Catch-up contributions are permitted for participants of at least 50 years of age. The catch-up provision provides these participants the opportunity to contribute an additional \$5,500 on a pretax basis for 2012. The Plan allows for automatic enrollment of newly hired employees who either do not elect a specific deferral percentage or do not opt out of the Plan. The automatic deferral is an amount equal to 3% of eligible pay increasing each May 1st by 1% up to a maximum of 6%. The default investment vehicle for 2012 is the T. Rowe Price Retirement Active Trust option with the age-appropriate asset allocation of stocks and bonds based on the assumption that the employee will retire at age 65.

Employer Nonelective Matching Contributions The Company makes matching contributions to the Plan for all participants equal to 50% of each participant's contribution, up to the first 6% of eligible pay, each pay period, except for those employed by Copper Mountain Solar 1, LLC (Copper Mountain). For the participants employed by Copper Mountain, this company makes matching contributions to the Plan equal to 100%

Edgar Filing: SEMPRA ENERGY - Form 11-K

of each participant's contribution, up to the first 6% of eligible pay, each pay period. Prior to September 1, 2012, the Company's matching contributions were invested in Sempra Energy common stock. As of September 1, 2012, the Company's matching contributions are made in Sempra Energy common stock, cash or any combination thereof and invested according to each participant's investment election. Prior to May 22, 2012, employer contributions were funded in part from the Sempra Energy Employee Stock Ownership Plan and Trust (ESOP). The ESOP was terminated June 30, 2012.

Discretionary Incentive Contribution If established performance goals and targets of the Company are met in accordance with the terms of the incentive guidelines established each year, the Company may make an incentive contribution for all employees except those employed by Copper Mountain, as

Table of Contents

determined by the Board of Directors of Sempra Energy. An incentive contribution of 0.67% of eligible compensation for all eligible employees was made for 2012. For employees of Copper Mountain, each year Copper Mountain makes an incentive contribution of not less than 3% and up to 6% of the employee's eligible pay if incentive guidelines are met. For 2012, Copper Mountain contributed 6%. All incentive contributions were made on March 18, 2013, to eligible employees employed on December 31, 2012. The contributions were made in the form of cash and stock and invested according to each participant's investment election on the date of contribution. Total discretionary incentive contributions for the year ended December 31, 2012 were \$608,877. This amount is reflected in Employer contributions receivable on the Statements of Net Assets Available for Benefits as of December 31, 2012.

Participant Accounts A separate account is established and maintained in the name of each participant. Each participant's account reflects the participant's contributions, the Employer's nonelective matching and discretionary incentive contributions, the earnings and losses attributed to each investment, benefit distributions, and certain administrative expenses as described in Note 2 below. Participants are allocated a share of each fund's investment earnings net of investment fees on a daily basis, based upon their account balance.

Participants are allowed to redirect up to 100% of the shares in the Employer matching account into any of the Plan's designated investments.

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

Investment Options All investments are held by the Sempra Energy Savings Master Trust (the Master Trust) (see Note 5). Employees elect to have their contributions invested in increments of 1% in Sempra Energy common stock, specific mutual funds or common/collective trusts offered by T. Rowe Price, Fidelity Investment Managers, and the Vanguard Group, or a broad range of funds through a brokerage account, TradeLink Plus (which replaced TradeLink effective January 1, 2012). The Plan allows participants to invest a maximum of 50% of the entire value of their Plan account within their TradeLink Plus account. Prior to January 1, 2012, the Plan allowed participants to invest a maximum of 50% of the value of their Plan account, excluding Employer matching contributions, within their TradeLink account. The TradeLink Plus accounts, as did the TradeLink accounts, allow participants to invest in any listed fund or security except Sempra Energy common stock.

Payment of Dividends Participants may elect at any time to either receive distributions of cash dividends on the shares of Sempra Energy common stock held in their account or to reinvest those dividends in Sempra Energy common stock. Former employees that elect to leave their account balance in the Plan and receive cash dividends from Sempra Energy common stock in their account will receive such dividends in cash or have them reinvested in Sempra Energy common stock, based on their election on the date of termination of employment with the Company, retirement or permanent disability.

Payment of Benefits Upon termination of employment with the Company, retirement or permanent disability, participants or the named beneficiary(ies) (in the event of death) with an account balance greater than \$5,000 are given the options to have their vested account balance remain in the Plan, roll the entire amount to another qualified retirement plan or individual retirement account, or receive their vested account balance in a single lump-sum payment in cash or Sempra Energy common stock for any portion of their account held in Sempra Energy common stock. Effective July 1, 2012, Plan participants, in addition to the benefit payment options above, may elect to have all Plan benefits paid in monthly, quarterly, semi-annual or annual installments over a period of years not to exceed their life expectancy, or have all or a portion of their benefits paid in periodic annual payments. The accounts of terminated participants with account balances from \$1,000 to \$5,000 that do not elect a lump-sum payment or a

Table of Contents

rollover to a qualified retirement plan or individual retirement account will be automatically rolled into an individual retirement account with T. Rowe Price. Terminated participants with account balances less than \$1,000 automatically receive a lump-sum cash payment.

Plan Termination Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan at any time, subject to the provisions of ERISA. In the event of termination, the net assets of the Plan will be distributed to the participants.

Related-Party Transactions Certain Plan investments, held through the Master Trust, are shares of investment funds managed by T. Rowe Price, the Plan's trustee. Additionally, the Plan issues loans to participants, which are secured by the balances in the participants' accounts. These transactions qualify as exempt party-in-interest transactions.

At December 31, 2012 and 2011, the Plan held, through the Master Trust, 988,427 and 959,085 shares of common stock, respectively, of Sempra Energy, the sponsoring employer, and recorded related dividend income of \$2,308,277 during the year ended December 31, 2012.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Participant Loans Participants may borrow from their accounts (see Note 4).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets and disclosures at the date of the financial statements and the reported changes in net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties The Plan invests in the Master Trust, which utilizes various investment instruments, including common stock, mutual funds, common collective trusts, and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition The fair value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust, plus actual contributions and allocated investment income, less actual distributions and allocated administrative expense, plus or minus changes in unrealized gains and losses.

The Master Trust's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 7 for discussion of fair value measurements.

Table of Contents

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

Benefit Payments Benefits are recorded when paid. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid as of December 31, 2012 or 2011.

Administrative Expenses Certain administrative expenses are paid directly by the Company, such as legal and accounting fees. Effective January 1, 2012, each participant is charged a flat, monthly recordkeeping fee after 23 months of employment and, if applicable, loan initiation, short-term trading and redemption fees. The Company pays the flat, monthly recordkeeping fee for each participant during their first 23 months of employment. All investment fees are deducted from participants' investment earnings.

Adoption of New Accounting Pronouncements The accounting standard described below that was adopted in 2012 affected certain note disclosures.

Accounting Standards Update (ASU) No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRSs) (ASU No. 2011-04): ASU No. 2011-04 amends Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, and provides changes in the wording used to describe the requirements for measuring fair value and disclosing information about fair value measurement. ASU No. 2011-04 results in common fair value measurement and disclosure requirements under both GAAP and IFRSs. ASU No. 2011-04 expands fair value measurement disclosures for Level 3 instruments to require quantitative information about the unobservable inputs, a description of the valuation process and a qualitative discussion about the sensitivity of the fair value measurements. ASU No. 2011-04 was effective for the Plan in 2012, and its adoption did not have a material effect on the Plan's financial statements or disclosures.

Subsequent Events Management has evaluated subsequent events through the date the financial statements were issued (see Note 10).

3. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated September 11, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan has been amended since receiving the determination letter. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

In 2011, the Company was notified by T. Rowe Price, in its capacity as recordkeeper, of administrative errors involving certain Plan participants' loans. T. Rowe Price has disclosed these administrative errors to the IRS through a group Voluntary Compliance Program (VCP) submission under the IRS' Employee Plans Compliance Resolution System correction program and is waiting to receive IRS approval regarding the proposed correction. The Company has reviewed these matters and elected to participate in the group filing. The Company also elected to

Edgar Filing: SEMPRA ENERGY - Form 11-K

immediately make the necessary corrections to affected participant loans and does not expect the matter to affect the Plan's tax status. This item had no material impact on the Plan's net assets available for benefits.

- 7 -

Table of Contents

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

4. PARTICIPANT LOANS

The Plan permits participants to borrow against the balances in their individual accounts. A participant is limited to borrowing a maximum of 50% of the value of his/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 a loan is paid by the participant who takes out the loan. Participants may have up to two loans outstanding, one of which can be a primary residence loan. If a participant defaults on a loan, it becomes a deemed distribution from the Plan to the participant. Primary residence loans are amortized over a maximum repayment period of 15 years, and other loans have a maximum repayment period of five years. All loans bear interest at 1% above the prime rate, as published in *The Wall Street Journal*, at the time the loan is made. As of both December 31, 2012 and 2011, interest rates on loans ranged from 4.25% to 10.5%, and as of December 31, 2012, the loans had maturity dates through October 2027. The Plan's participant loans, carried at outstanding loan balances plus accrued interest, are presented as Notes receivable from participants on the statements of net assets available for benefits.

5. INVESTMENTS IN THE MASTER TRUST (DOLLARS IN THOUSANDS)

The Plan's investments are held in a trust account at TRP, and consist of an interest in the Master Trust. Use of the Master Trust permits the commingling of the trust assets of two or more similar employee benefit plans sponsored by Sempra Energy for investment and administrative purposes. The Plan's interest in the investments of the Master Trust is based on the individual Plan participants' investment balances. Investment income is allocated by the Trustee on a daily basis through a valuation of each participating plan's investments and each participant's share of each investment. Expenses relating to the Master Trust are allocated to the individual funds based upon each participant's pro rata share, per-share calculation, or by transaction in a specific fund. At both December 31, 2012 and 2011, the Plan's interest in the investments of the Master Trust was approximately 8%.

Table of Contents

The investments of the Master Trust at December 31, 2012 and 2011, are summarized as follows:

	2012	2011
At fair value:		
Sempra Energy common stock	\$ 1,099,421	\$ 882,798
Money market fund	-	65,994
Mutual funds:		
Domestic stock funds	252,322	496,859
Balanced funds	-	386,446
Bond funds	138,534	121,217
Other	23,681	12,563
At estimated fair value:		
Stable value fund	156,674	128,559
Common/collective trusts	939,201	71,740
Master Trust investments	\$ 2,609,833	\$ 2,166,176
Plan's interest in the Master Trust	\$ 207,169	\$ 167,672

Net appreciation (depreciation) of investments and dividend income for the Master Trust for the year ended December 31, 2012, are as follows:

Net appreciation of investments at fair value:		
Sempra Energy common stock	\$	254,534
Mutual funds:		
Domestic stock funds		38,666
Balanced funds		8,308
Bond funds		1,904
Other		1,280
Net appreciation (depreciation) of investments at estimated fair value:		
Stable value fund		(45)
Common collective trusts		108,535
Net appreciation of investments	\$	413,182
Dividend income	\$	48,282

Edgar Filing: SEMPRA ENERGY - Form 11-K

Table of Contents

The following investments held by the Plan through the Master Trust represent 5% or more of the Plan's assets at December 31, 2012 and 2011:

	2012	2011	
Sempra Energy Common Stock ***	\$ 70,119	\$ 52,750	
Vanguard Institutional Index Fund	22,600	18,775	
T. Rowe Price U.S. Small-Cap Core Equity Trust ***	16,621	-	**
T. Rowe Price Personal Strategy Balanced Fund ***	-	17,662	
T. Rowe Price Small-Cap Stock Fund ***	-	14,248	
T. Rowe Price Stable Value Fund B ***	-	9,084	

* This investment does not represent 5% or more of the Plan's assets at December 31, 2012, but is shown for comparative purposes.

** This investment does not represent 5% or more of the Plan's assets at December 31, 2011, but is shown for comparative purposes.

*** Parties-in-interest.

6. NONPARTICIPANT DIRECTED INVESTMENTS (DOLLARS IN THOUSANDS)

Prior to September 1, 2012, the Company's nonelective matching contributions to the Plan were invested solely in Sempra Energy common stock. These contributions were classified as nonparticipant directed investments, despite the employee's ability to subsequently transfer them into other investments. Effective September 1, 2012, the investment of nonelective matching contributions follows participant direction. The investment of Employer discretionary incentive contributions also follows participant direction. Information about the Sempra Energy common stock investments held by the Plan through the Master Trust, and the significant components of the changes therein, are as follows as of and for the eight-month period ended August 31, 2012:

Nonparticipant directed assets - Sempra Energy common stock in the Master Trust as of December 31, 2011	\$	32,557
Changes in assets:		
Net appreciation		6,768
Contributions		1,837

Edgar Filing: SEMPRA ENERGY - Form 11-K

Dividend income	704
Transfers from plans of related entities	116
Distributions to participants or their beneficiaries	(1,273)
Net loan activity	(3)
Transfers to participant directed investments	(836)
Total change in assets	7,313
Nonparticipant directed assets Sempra Energy common stock in the Master Trust as of August 31, 2012	\$ 39,870

- 10 -

Table of Contents**7. FAIR VALUE MEASUREMENTS (DOLLARS IN THOUSANDS)**

In accordance with current GAAP, the Plan and Master Trust classify their investments based on a fair value hierarchy that prioritizes the inputs used to measure fair value, as follows:

- Level 1, which refers to securities valued using quoted prices from active markets for identical assets;
- Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and
- Level 3, which refers to securities valued based on significant unobservable inputs.

Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following table sets forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value or estimated fair value on a recurring basis at December 31, 2012 and 2011, by major category of debt and equity securities determined by the nature and risk of the investments:

	Master Trust Fair Value Measurements at December 31, 2012			
	Level 1	Level 2	Level 3	Total
Sempra Energy common stock	\$ 1,099,421	\$ -	\$ -	\$ 1,099,421
Mutual funds:				
Domestic stock funds	252,322	-	-	252,322
Bond funds	138,534	-	-	138,534
Other	23,681	-	-	23,681
Total mutual funds	414,537	-	-	414,537
Stable value fund	-	156,674	-	156,674
Common/collective trusts:				
Retirement active	-	498,483	-	498,483
Domestic small-cap core equity	-	170,222	-	170,222
International equity commingled pool	-	85,591	-	85,591
Domestic treasury money market	-	65,192	-	65,192
Equity income	-	60,738	-	60,738

Edgar Filing: SEMPRA ENERGY - Form 11-K

Growth stock	-	58,975	-	58,975
Total common/collective trusts	-	939,201	-	939,201
Total investments at fair value	\$ 1,513,958	\$ 1,095,875	\$ -	\$ 2,609,833

- 11 -

Table of Contents

	Master Trust Fair Value Measurements at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Sempra Energy common stock	\$ 882,798	\$ -	\$ -	\$ 882,798
Money market fund	65,994	-	-	65,994
Mutual funds:				
Domestic stock funds	496,859	-	-	496,859
Balanced funds	386,446	-	-	386,446
Bond funds	121,217	-	-	121,217
Other	12,563	-	-	12,563
Total mutual funds	1,017,085	-	-	1,017,085
Stable value fund	-	128,559	-	128,559
Common/collective trust				
International equity commingled pool	-	71,740	-	71,740
Total investments at fair value	\$ 1,965,877	\$ 200,299	\$ -	\$ 2,166,176

The Master Trust's policy is to recognize transfers between levels as of the end of the reporting period. There were no transfers into or out of Level 1, Level 2 or Level 3 for the Plan or Master Trust during the periods presented.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan and those held as underlying investments of the Master Trust:

Common Stocks Common stocks are valued using quoted prices listed on nationally recognized securities exchanges (Level 1 inputs).

Money Market and Mutual Funds The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Stable Value Fund The fair values of participation units in the stable value fund, which is a collective trust, are based upon the net asset values (NAV) of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (Level 2 inputs) (see Note 8).

Common Collective Trusts The fair values of participation units held in collective trusts, other than stable value funds, are based on the NAVs reported by the trust managers as of the financial statement dates, which may reflect recent transaction prices (Level 2 inputs). Each collective trust provides for daily redemptions by the Plan at reported NAVs per share, with no advance notice requirement (see Note 9).

Edgar Filing: SEMPRA ENERGY - Form 11-K

The methods described are intended to produce a fair value calculation that is indicative of net realizable value or reflective of future fair values. However, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or

Table of Contents

assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

8. STABLE VALUE FUND

Through the Master Trust, the Plan invests in the T. Rowe Price Stable Value Common Trust Fund (the Fund) sponsored by T. Rowe Price Group, Inc. The Fund invests primarily in conventional guaranteed investment contracts and synthetic investment contracts issued by life insurance companies, banks, and other financial institutions, with the objective of providing a high level of return that is consistent with also providing stability of investment return, preservation of capital, and liquidity to pay Plan benefits of its retirement plan investors.

The beneficial interest of each participant is represented by units. Units are issued and redeemed daily at the Fund's constant NAV. Distribution to the Fund's unit-holders is declared daily from the net investment income and automatically reinvested in the Fund on a monthly basis, when paid. It is the policy of the Fund to use its best efforts to maintain the stable NAV per unit, although there is no guarantee that the Fund will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value (the fund's constant NAV). Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable. The adjustment of the Fund's fair value to contract value required by GAAP in the Statement of Net Assets Available for Benefits is not included as it is immaterial.

The average yields of the Fund for the years ended December 31, were as follows:

	2012	2011
Based on annualized earnings (1)	2.36%	2.69%
Based on interest rate credited to participants (2)	2.45%	2.97%

(1) Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the investments on the same date.

(2) Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the investments on the same date.

Table of Contents**9. NET ASSET VALUE PER SHARE (DOLLARS IN THOUSANDS)**

The following tables set forth a summary of the investments with a reported NAV held by the Master Trust as well as the Plan's portion held through the Master Trust:

Investment	Fair Value		At December 31, 2012			
	Master Trust	Plan Share	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
T. Rowe Price Stable Value Fund (1)	\$ 156,674	\$ 9,966	\$ -	Daily	(1)	(1)
Pyramis Select International Equity Commingled Pool Fund (2)	85,591	8,206	-	Daily	(2)	None
T. Rowe Price Retirement Active Trusts (3)	498,483	51,337	-	Daily	None	None
T. Rowe Price U.S. Small-Cap Core Equity Trust (4)	170,222	16,621	-	Daily	None	None
T. Rowe Price U.S. Treasury Money Market Trust (5)	65,192	7,030	-	Daily	None	None
T. Rowe Price Equity Income Trust (6)	60,738	4,154	-	Daily	None	None
T. Rowe Price Growth Stock Trust (7)	58,975	5,968	-	Daily	None	None
Total	\$ 1,095,875	\$ 103,282	\$ -			

Investment	Fair Value		At December 31, 2011			
	Master Trust	Plan Share	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
T. Rowe Price Stable Value Fund (1)	\$ 128,559	\$ 9,084	\$ -	Daily	(1)	(1)
Pyramis Select International Equity Commingled Pool Fund (2)	71,740	6,924	-	Daily	(2)	None
Total	\$ 200,299	\$ 16,008	\$ -			

(1) The Fund strategies seek to maximize current income while maintaining invested principal. The Plan is required to give notice 12 months in advance of a partial or total liquidation of the investment for any purpose other than for benefit payments, making participant loans, participant-directed investment transfers and payment of administrative fees. The Plan administrator is also required to give a 30-day notice of the liquidation of the Fund due to the termination of the Master Trust.

(2) The pool strategies seek long-term growth of capital primarily through investment in foreign securities. There is a 1% redemption fee for units held less than 30 days.

Edgar Filing: SEMPRA ENERGY - Form 11-K

(3) The trusts' strategies seek increasingly conservative investment over time through investment in a diversified portfolio of underlying trusts that represent various asset classes and sectors, with approximately 40% of its assets invested in equity-based underlying trusts and approximately 60% invested in fixed income-based underlying trusts.

(4) The trust strategies seek to provide long-term capital growth by investing primarily in the stocks of small companies.

Table of Contents

(5) The trust strategies seek to maximize safety of capital; liquidity; and, consistent with these objectives, the highest available current income by investing in short-term U.S. Treasury obligations and repurchase agreements collateralized by U.S. Treasury obligations.

(6) The trust strategies seek to provide dividend income and long-term growth of capital through investments in the common stocks of established companies.

(7) The trust strategies seek to provide long-term capital growth and, secondarily, increase dividend income by investing primarily in common stocks of a diversified group of growth companies.

10. SUBSEQUENT EVENTS

On May 31, 2012, the Mesquite Power LLC Savings Plan (Mesquite Savings Plan) that was sponsored by Mesquite Power LLC, a wholly-owned subsidiary of the Company, was merged into the Plan, and as a result, on June 3, 2013, the total fair value of the participants account balances in the Mesquite Savings plan of \$2,412,357 was transferred into the Plan.

Table of Contents

SUPPLEMENTAL SCHEDULE

- 16 -

Table of Contents

SEMPRA ENERGY SAVINGS PLAN

Employer ID No: 33-0732627

Plan Number: 002

FORM 5500, SCHEDULE H, PART IV, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, and Collateral	(d) Cost	(e) Current Value
*	Participant loans	Interest rates from 4.25% to 10.50%; maturities from February 2013 through October 2027	**	\$ 2,310,007

* Party-in-interest to the Plan.

** Cost not required to be presented for participant directed investments.

Table of Contents

San Diego Gas & Electric Company Savings Plan

Financial Statements as of December 31, 2012 and 2011, and for the Year Ended December 31, 2012,
Supplemental Schedule as of December 31, 2012, and Report of Independent Registered Public
Accounting Firm

Table of Contents

SAN DIEGO GAS & ELECTRIC COMPANY SAVINGS PLAN

TABLE OF CONTENTS

	Page
<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	1
<u>FINANCIAL STATEMENTS:</u>	
<u>Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011</u>	2
<u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012</u>	3
<u>Notes to Financial Statements as of December 31, 2012 and 2011 and for the Year Ended December 31, 2012</u>	4 15
<u>SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2012:</u>	
<u>Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year)</u>	17

NOTE: Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required or they are filed by the trustee of the Master Trust in which the Plan participates.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the
San Diego Gas & Electric Company Savings Plan
San Diego, California

We have audited the accompanying statements of net assets available for benefits of the San Diego Gas & Electric Company Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. 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, such financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in the audit of the basic 2012 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP

San Diego, California
June 28, 2013

Table of Contents

SAN DIEGO GAS & ELECTRIC COMPANY SAVINGS PLAN

SAN DIEGO GAS & ELECTRIC COMPANY SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2012 AND 2011

(Dollars in thousands)

	2012	2011
CASH AND CASH EQUIVALENTS	\$ 118	\$ 233
INVESTMENT Investment in Sempra Energy Savings Master Trust, at fair value	1,091,216	908,386
RECEIVABLES:		
Notes receivable from participants	28,085	