Georgino Damian C Form 5 February 07, 2008

FORI	M 5						OMB A	PPROVAL	
	UNITED	STATES SECU				COMMISSIO	N OMB Number:	3235-0362	
	his box if er subject	w	ashington, l	D.C. 2054	9		Expires:	January 31, 2005	
to Section Form 4 5 obligations may con	on 16. or Form tions attinue.		ENT OF CHANGES IN BENEFICIAL RSHIP OF SECURITIES				burden ho	Estimated average burden hours per response 1.0	
See Inst 1(b). Form 3 Reporte Form 4 Transac Reporte	Filed put Holdings Section 170 d tions	rsuant to Section (a) of the Public 30(h) of the 3	Utility Holdi	ing Compa	any Act of	f 1935 or Sect			
1. Name and Georgino	Address of Reporting Damian C	Symbol	HOLDINGS			Issuer	of Reporting Per		
(Last)	(First) (, 2 aj, 1 cai)			Director 10% Owner Other (specify below) Exec VP/Chief Legal Counsel				
875 PROS 301	PECT STREET,Â	SUITE					C		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)			
LA JOLL	A, CA 92037-4	1264					by One Reporting I y More than One F		
(City)	(State)	State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	Disposed of (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	eport on a separate lind deficially owned direct		contained	in this for	m are not	collection of inf required to res	spond unless	SEC 2270 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g.,\, {\it puts},\, {\it calls},\, {\it warrants},\, {\it options},\, {\it convertible}\, {\it securities})$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Appreciation Rights	\$ 44.69	Â	Â	Â	Â	Â	(1)	09/04/2017	COMMON	172,

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Georgino Damian C 875 PROSPECT STREET SUITE 301 LA JOLLA, CA 92037-4264	Â	Â	Exec VP/Chief Legal Counsel	Â				

Signatures

Damian C.
Georgino

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- One-third of these stock appreciation rights will be exercisable on September 4, 2008, another one-third will be exercisable on September 4, 2009, and the remaining one-third will be exercisable on September 4, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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