JACKSON SHIRLEY A Form 4

May 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

JACKSON SHIRLEY A

(First) (Middle)

3031 TROY BUILDING, 110 **EIGHTH STREET**

(Street)

2. Issuer Name and Ticker or Trading

Symbol

PUBLIC SERVICE ENTERPRISE **GROUP INC [PEG]**

(Month/Day/Year) 05/03/2010

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Officer (give title

TROY, NY 12180 (City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction Derivative Date Conversion

5. Number

6. Date Exercisable and Expiration

7. Title and Amount Underlying Securitie

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

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| Security | or Exercise | | any | Code | Securities | S | (Month/Day/Year | r) | (Instr. 3 and | 4) |
|------------|-------------|------------|------------------|------------|-------------------|-----|------------------|-----------------|---------------|--------|
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | l | | | | |
| | Derivative | | | | (A) or | | | | | |
| | Security | | | | Disposed of (D) | | | | | |
| | | | | | | | | | | |
| | | | | | (Instr. 3, and 5) | 4, | | | | |
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou |
| | | | | | | | | • | | or |
| | | | | | | | | | | Numb |
| | | | | | | | | | | of |
| | | | | | | | | | | Shares |
| Phantom | (4) | 05/02/2010 | | A (2) | 2.052 | | 00/00/4000(3) | 00/00/1000(3) | Common | 2.05 |
| Stook | <u>(1)</u> | 05/03/2010 | | $A^{(2)}$ | 3,052 | | 08/08/1988(3) | 08/08/1988(3) | Stook | 3,05 |

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| JACKSON SHIRLEY A 3031 TROY BUILDING 110 EIGHTH STREET TROY, NY 12180 | X | | | | | | |

Signatures

Stock

By: A.H. Battista As Attorney-in-fact for S.A. 05/03/2010 Jackson **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).
- Phantom stock converts to common stock on a 1-for-1 basis. Phantom stock represents the share equivalent of amount deferred under the Directors' Compensation Plan.
- The shares of phantom stock become payable, in cash or common stock, at the election of the reporting person, upon the reporting person's termination of services as a director.
- (3) The derivative, phantom stock, does not have a corresponding exercisable date nor expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space 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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