

PORTLAND GENERAL ELECTRIC CO /OR/  
Form 8-K  
January 16, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) January 15, 2009

**PORTLAND GENERAL ELECTRIC COMPANY**

(Exact name of registrant as specified in its charter)

**Oregon**  
(State or other jurisdiction of  
incorporation)

**1-5532-99**  
Commission File Number

**93-0256820**  
(I.R.S. Employer  
Identification No.)

**121 SW Salmon Street, Portland, Oregon 97204**

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (503) 464-8000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

As previously reported, on December 19, 2008, Portland General Electric Company (PGE or the Company) and certain institutional buyers (Buyers) in the private placement market entered into an agreement under which PGE would sell, and the Buyers would purchase, an aggregate of \$130 million of PGE's First Mortgage Bonds (Bonds).

On January 15, 2009 (Original Issue Date), this transaction closed and was funded. One series of the Bonds, in the amount of \$67 million, will bear interest from the Original Issue Date at an annual rate of 6.80% and mature on January 15, 2016. The other series, in the amount of \$63 million, will bear interest from the Original Issue Date at an annual rate of 6.50% and will mature on January 15, 2014.

The Bonds were issued under PGE's Indenture of Mortgage and Deed of Trust, dated July 1, 1945, between PGE and HSBC Bank USA, National Association (as successor to The Marine Midland Trust Company of New York) in its capacity as trustee, as amended and supplemented to date and from time to time, including the Company's Sixty-first Supplemental Indenture dated January 15, 2009, a copy of which is attached as Exhibit 4.1 and incorporated herein by reference. The Bonds will be redeemable at the option of PGE at the designated make-whole redemption price as described in the Sixty-first Supplemental Indenture.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See the description of PGE's issuance of \$130 million First Mortgage Bonds contained above in item 1.01, which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

- 4.1 Sixty-first Supplemental Indenture dated January 15, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PORTLAND GENERAL ELECTRIC COMPANY  
(Registrant)

Date: January 15, 2009

By: /s/ Maria M. Pope  
Maria M. Pope  
*Senior Vice President, Chief Financial Officer and  
Treasurer*