

PORTLAND GENERAL ELECTRIC CO /OR/
Form DEFA14A
March 15, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Portland General Electric Company

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

PORTLAND
GENERAL
ELECTRIC
COMPANY
ATTN:
CHRISTOPHER A.
LIDDLE
121 SW SALMON
STREET 1WTC0509
PORTLAND, OR
97204

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information until 11:59 P.M. ET on 04/23/2019 for shares held directly and by 11:59 P.M. ET on 04/21/2019 for shares held in a Plan. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via email or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions until 11:59 P.M. ET on 04/23/2019 for shares held directly and by 11:59 P.M. ET on 04/21/2019 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO
VOTE,
MARK
BLOCKS
BELOW
IN
KEEP THIS PORTION FOR YOUR RECORDS
BLUE
OR
BLACK
INK
AS
FOLLOWS:
DETACH AND RETURN THIS PORTION
ONLY
THIS PROXY CARD IS VALID ONLY WHEN
SIGNED AND DATED.

PORTLAND GENERAL ELECTRIC COMPANY

Vote on Directors

Vote On Proposals

The Board of Directors recommends a vote "FOR" each director nominee:

1 Election of Directors

Nominees:	For	Against	Abstain
1a. John W. Ballantine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Rodney L. Brown, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Jack E. Davis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Kirby A. Dyess	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Mark B. Ganz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Kathryn J. Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Michael H. Millegan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Neil J. Nelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. M. Lee Pelton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j. Maria M. Pope	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1k. Charles W. Shivery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends a vote "FOR" the following proposals:

	For	Against	Abstain
2 To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve, by a non-binding vote, the compensation of the Company's named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTE: Such other business as may properly come before the meeting or any adjournment thereof

Please indicate if you plan to attend this meeting. Yes No

For address changes and/or comments, please check this box and write them on the back where indicated.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice & Proxy Statement and Annual Report are available at www.proxyvote.com or
investors.portlandgeneral.com.

PORTLAND GENERAL
ELECTRIC COMPANY
Annual Meeting of
Shareholders
April 24, 2019, 10:00 a.m.
local time
This proxy is solicited on
behalf of the Board of
Directors

The Portland General
Electric Company 2019
Annual Meeting of
Shareholders will be held on
Wednesday, April 24, 2019,
at 10:00 a.m. local time, at
the Conference Center
Auditorium located at Two
World Trade Center, 25 SW
Salmon Street, Portland, OR
97204.

The undersigned, having
received the Notice and
accompanying Proxy
Statement for said meeting,
hereby constitutes and
appoints Jack E. Davis,
Maria M. Pope, James F.
Lobdell, and Lisa A. Kaner,
or any of them, his/her true
and lawful agents and
proxies, with power of
substitution and
resubstitution in each, to
represent and vote all the
shares of Common Stock of
Portland General Electric

Company held of record by the undersigned on February 28, 2019 at the Annual Meeting of Shareholders scheduled to be held on April 24, 2019, or at any adjournment or postponement thereof, on all matters coming before said meeting. The above proxies are hereby instructed to vote as shown on the reverse side of this card.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted "FOR" each director nominee, "FOR" ratification of the appointment of Deloitte & Touche LLP as Portland General Electric Company's independent registered public accounting firm for fiscal year 2019, "FOR" approval of the compensation of named executive officers, and in the discretion of the proxies with respect to such other business as may properly come before the meeting and at any adjournment or postponement thereof.

Your Vote is Important

To vote through the Internet or by telephone, see instructions on reverse side of this card. To vote by mail, sign and date this card on the reverse side and mail promptly in the postage-paid envelope.

Address Changes/Comments:

(If you noted any address changes/comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side