

PUBLIC SERVICE ENTERPRISE GROUP INC

Form 8-K

June 21, 2006

**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) June 19, 2006**  
**PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED**  
(Exact name of registrant as specified in its charter)

**New Jersey**

**001-09120**

**22-2625848**

(State or other  
jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**80 Park Plaza, P.O. Box 1171**  
**Newark, New Jersey 07101-1171**  
(Address of principal executive offices) (Zip Code)

**973-430-7000**

(Registrant's telephone number, including area code)

**<http://www.pseg.com>**

**PUBLIC SERVICE ELECTRIC AND GAS COMPANY**  
(Exact name of registrant as specified in its charter)

**New Jersey**

**001-00973**

**22-1212800**

(State or other  
jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**80 Park Plaza, P.O. Box 570**  
**Newark, New Jersey 07101-0570**  
(Address of principal executive offices) (Zip Code)

**973-430-7000**

(Registrant's telephone number, including area code)

**<http://www.pseg.com>**

**PSEG POWER LLC**

(Exact name of registrant as specified in its charter)

**Delaware**

**000-49614**

**22-3663480**

(State or other  
jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**80 Park Plaza, T-25**  
**Newark, New Jersey 07102-4194**  
(Address of principal executive offices) (Zip Code)

**973-430-7000**

(Registrant's telephone number, including area code)

**<http://www.pseg.com>**

**PSEG ENERGY HOLDINGS L.L.C.**

(Exact name of registrant as specified in its charter)

**New Jersey**

**000-32503**

**42-1544079**

(State or other  
jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**80 Park Plaza, T-20**

**Newark, New Jersey 07102-4194**

(Address of principal executive offices) (Zip Code)

**973-430-7000**

(Registrant's telephone number, including area code)

**<http://www.pseg.com>**

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 (see General Instruction A.2. below):

- 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))
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SIGNATURE

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The information contained in Item 8.01 Other Events in this combined Form 8-K is separately furnished, as noted, by Public Service Enterprise Group Incorporated (PSEG), Public Service Electric and Gas Company (PSE&G), PSEG Power LLC (Power) and PSEG Energy Holdings L.L.C. (Energy Holdings). Information contained herein relating to any individual company is provided by such company on its own behalf and in connection with its respective Form 8-K. PSE&G, Power and Energy Holdings each makes representations only as to itself and makes no other representations whatsoever as to any other company.

**Item 8.01 Other Events**

On June 19, 2006, PSEG and Exelon Corporation issued a joint press release concerning the status of their proposed merger. A copy of the joint press release is attached as Exhibit 99 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99      Joint Press Release dated June 19, 2006

**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 thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

**PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED**

(Registrant)

By: /s/ Patricia A. Rado

Patricia A. Rado  
Vice President and Controller  
(Principal Accounting Officer)

Date: June 20, 2006

**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 thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

**PUBLIC SERVICE ELECTRIC AND GAS COMPANY**

(Registrant)

By: /s/ Patricia A. Rado

Patricia A. Rado  
Vice President and Controller  
(Principal Accounting Officer)

Date: June 20, 2006

**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 thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

**PSEG POWER LLC**

(Registrant)

By: /s/ Patricia A. Rado

Patricia A. Rado  
Vice President and Controller  
(Principal Accounting Officer)

Date: June 20, 2006

**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 thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

**PSEG ENERGY HOLDINGS L.L.C.**

(Registrant)

By: /s/ Patricia A. Rado

Patricia A. Rado  
Controller  
(Principal Accounting Officer)

Date: June 20, 2006