

SCHEDULE 14C INFORMATION

INFORMATION STATEMENT PURSUANT TO SECTION 14(C)
OF THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Check the appropriate box:

/X/ Preliminary Information Statement / / Confidential, for Use of the Commission
/ / Definitive Information Statement Only (as permitted by Rule 14c-5(d)(2))

Pacific Enterprises

(Name of Registrant As Specified in its Charter)

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/X/ No fee required.
/ / Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

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(1) Amount Previously Paid:

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(4) Date Filed:

PACIFIC ENTERPRISES

INFORMATION STATEMENT

August 14, 1998

WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.

Pacific Enterprises is providing this Information Statement to shareholders in connection with approval of an amendment to its bylaws to provide that the Board of Directors shall consist of not less than nine nor more than seventeen directors. The exact number of directors would be fixed and may be altered, within these limits, by resolution of the Board of Directors.

Pacific Enterprises is a subsidiary of Sempra Energy. Shareholder approval of the bylaw amendment will be obtained from Sempra Energy and no further shareholder approval is required or is being sought.

THE BYLAW AMENDMENT

Pacific Enterprises' bylaws currently provide that the Board of Directors shall consist of not less than seven nor more than thirteen directors. The exact number of directors (currently thirteen) is fixed and may be altered, within these limits, by resolution of the Board of Directors. The bylaw amendment will increase the range of the authorized number of directors to a minimum of nine and a maximum of seventeen.

BACKGROUND, PURPOSE AND EFFECT

On June 26, 1998, Pacific Enterprises became a subsidiary of Sempra Energy. This reorganization was effected as part of a business combination of Pacific Enterprises and Enova Corporation (the parent corporation of San Diego Gas & Electric Company) in which their respective holders of Common Stock became holders of Common Stock of Sempra Energy.

Sempra Energy was formed solely for the purpose of effecting the business combination of Pacific Enterprises and Enova Corporation and to serve as a holding company for the two corporations and their subsidiaries. The Board of Directors of Sempra Energy is comprised of sixteen members, of whom eight were directors of Pacific Enterprises and eight were directors of Enova Corporation at the time the business combination was completed.

Pacific Enterprises (through its principal subsidiary, Southern California Gas Company) contributes a very substantial portion of the consolidated assets, revenues and income of Sempra Energy. Consequently, Pacific Enterprises and Sempra Energy have determined that it is in the best interests of their respective shareholders that the structure and membership of the Boards of Directors of the two corporations be substantially identical. The bylaw amendment will further the attainment of this result.

Accordingly, Pacific Enterprises' Board of Directors has approved the bylaw amendment and authorized its submission to Sempra Energy for shareholder approval. The Board of Directors has also taken several additional actions to establish substantially identical Boards of Directors for Pacific Enterprises and Sempra Energy.

Effective August 1, 1998, Pacific Enterprises' Board of Directors increased the authorized number of directors to thirteen (the maximum number currently permitted by the bylaws); elected six additional directors (Ann Burr, Richard A. Collato, Daniel W. Derbes, William D. Jones, Ralph R. Ocampo and Thomas C. Stickle), all of whom are also directors of Sempra Energy; and approved the bylaw amendment

subject to shareholder approval by Sempra Energy. And, effective immediately upon Sempra Energy approval of the bylaw amendment, the Board of Directors further increased the authorized number of directors to fifteen and elected two additional directors (Robert H. Goldsmith and William G. Ouchi, both of whom are also directors of Sempra Energy) to fill the vacancies created by the increase.

Pacific Enterprises' Board of Directors has also created six committees of the Board that are substantially identical in function to the identically named committees of Sempra Energy's Board of Directors. And, upon the election of the two additional directors that will become effective upon Sempra Energy approval of the bylaw amendment, the membership of these committees will also be substantially identical to the identically named committees of Sempra Energy.

Consequently, upon Sempra Energy's approval of the bylaw amendment as the majority shareholder of Pacific Enterprises, the Boards of Directors of Pacific Enterprises and Sempra Energy will be substantially identical in both structure and membership. Pacific Enterprises' Board of Directors will be comprised of fifteen of the sixteen directors of Sempra Energy, including Richard D. Farman who is Chairman and Chief Executive Officer of both Pacific Enterprises and Sempra Energy, and all fourteen of the directors of Sempra Energy who are not also officers of Sempra Energy. The identically-named committees of the two boards will also be substantially identical in function and membership (and identical in membership of non-officer directors) to the identically-named committees of Sempra Energy.

Corresponding similar actions are being or have been taken by Southern California Gas Company, Enova Corporation and San Diego Gas & Electric Company. Consequently, upon the completion of these actions, the Board of Directors of Sempra Energy and each of its principal direct and indirect subsidiaries (including Pacific Enterprises) will be substantially identical in structure and membership.

SHAREHOLDER APPROVAL

Under the California General Corporation Law to which Pacific Enterprises is subject, approval of the bylaw amendment requires the favorable vote or written consent of the holders of a majority of Pacific Enterprises' outstanding shares. These shares consist of 83,917,664 shares of Common Stock and 800,253 shares of Preferred Stock. All of the Common Stock, representing approximately 99% of the voting shares, is owned by Sempra Energy.

Sempra Energy has advised Pacific Enterprises that it intends to approve the bylaw amendment by written consent as permitted by the California General Corporation Law. Accordingly, no other shareholder approval will be required for the approval of the bylaw amendment and none is being sought.

EFFECTIVENESS

The bylaw amendment is expected to be approved by Sempra Energy and become effective on September , 1998.

BOARD OF DIRECTORS

The names and additional information regarding each of the fifteen persons who will be directors of Pacific Enterprises following shareholder approval of the bylaw amendment are set forth below. Other than Mr. Goldsmith and Dr. Ouchi, each director is currently a director.

Each director is also a director of Sempra Energy. None of the directors is additionally compensated for service as a director of Pacific Enterprises.

Unless otherwise noted, each director has held the position indicated or various positions with the same or related organizations for at least the last five years.

HYLA H. BERTEA, 58, has been a director of Pacific Enterprises since 1988. Mrs. Berteia is a realtor with Prudential California.

Committees: Compensation	Sempra Energy
Corporate Governance (Chair)	Shares: 9,085

ANN BURR, 51, became a director of Pacific Enterprises in 1998. Ms. Burr is President of Time Warner Communications.

Committees: Audit	Sempra Energy
Corporate Governance	Shares: 2,200

HERBERT L. CARTER, 65, has been a director of Pacific Enterprises since 1991. Dr. Carter is Executive Vice Chancellor Emeritus and Trustee Professor of Public Administration of the California State University System. He is also a director of Golden State Mutual Insurance Company.

Committees: Executive	Sempra Energy
Public Policy (Chair)	Shares: 1,492

RICHARD A. COLLATO, 55, became a director of Pacific Enterprises in 1998. Mr. Collato is President and Chief Executive Officer of the YMCA of San Diego County.

Committees: Audit (Chair)	Sempra Energy
Finance	Shares: 3,790

DANIEL W. DERBES, 68, became a director of Pacific Enterprises in 1998. Mr. Derbes is President of Signal Ventures. He is also a director of Oak Industries, Inc. and WD-40 Co.

Committees: Corporate Governance	Sempra Energy
Finance (Chair)	Shares: 4,790

RICHARD D. FARMAN, 63, has been a director of Pacific Enterprises since 1992. Mr. Farman is Chairman and Chief Executive Officer of Sempra Energy, Pacific Enterprises and Enova Corporation. He is also a director of Union Bank, Sentinel Group Funds, Inc. and Catellus Development Corporation.

Committee: Executive (Chair)	Sempra Energy	
	Shares: []*

WILFORD D. GODBOLD, JR., 60, has been a director of Pacific Enterprises since 1990. Mr. Godbold is President and Chief Executive Officer of ZERO Corporation. He is also a director of Santa Fe Pacific Pipelines, Inc.

Committees: Audit	Sempra Energy
Finance	Shares: 3,006

ROBERT H. GOLDSMITH, 68, will become a director of Pacific Enterprises following shareholder approval of the bylaw amendment by Sempra Energy. Mr. Goldsmith is a Management Consultant.

Committees: Audit
Corporate Governance

Sempra Energy
Shares: 2,297

WILLIAM D. JONES, 43, became a director of Pacific Enterprises in 1998. Mr. Jones is President and Chief Executive Officer of CityLink Investment Corporation. He is also a director of The Price Real Estate Investment Trust.

Committees: Finance
Public Policy

Sempra Energy
Shares: 1,771

IGNACIO E. LOZANO, JR., 71, has been a director of Pacific Enterprises since 1978. Mr. Lozano is Chairman of the Board of La Opinion. He is also a director of The Walt Disney Company and Pacific Mutual Life Insurance Company.

Committees: Compensation Executive	Sempra Energy Shares: 2,209
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RALPH R. OCAMPO, 67, became a director of Pacific Enterprises in 1998. Dr. Ocampo is a physician and surgeon.

Committees: Compensation Public Policy	Sempra Energy Shares: 14,469
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WILLIAM G. OUCHI, 55, will become a director of Pacific Enterprises following shareholder approval of the bylaw amendment by Sempra Energy. Dr. Ouchi is a Vice Dean and Faculty Director of Executive Education Programs and Professor of Management in the Anderson Graduate School of Management at UCLA. He is also co-chair of the UCLA School Management Program. He is also a director of Allegheny-Teledyne and First Federal Bank of California.

Committees: Audit Public Policy	Sempra Energy Shares: 10,000
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RICHARD J. STEGEMEIER, 70, has been a director of Pacific Enterprises since 1995. Mr. Stegemeier is Chairman Emeritus of the Board of Unocal Corporation. He is also a director of Foundation Health Systems, Inc.; Halliburton Company; Montgomery Watson, Inc.; Northrop Grumman Corporation; and Wells Fargo Bank.

Committees: Compensation (Chair) Corporate Governance	Sempra Energy Shares: 1,503
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THOMAS C. STICKEL, 49, became a director of Pacific Enterprises in 1998. Mr. Stickel is Chairman and Chief Executive Officer of University Venture Network. He is also a director of Onyx Acceptance Corporation; Blue Shield of California; O'Connor R.P.T.; and Scripps International, Inc.

Committees: Compensation Executive	Sempra Energy Shares: 1,995
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DIANA L. WALKER, 57, has been a director of Pacific Enterprises since 1989. Mrs. Walker is a partner in the law firm of O'Melveny & Myers LLP which, among other firms, provides legal services to Pacific Enterprises.

Committees: Audit Finance	Sempra Energy Shares: 862
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This Information Statement is being distributed to all shareholders of Pacific Enterprises commencing August , 1998.

* Includes shares issuable upon exercise of employee stock options that may be exercised on or before , 1998.