

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SEMPRA ENERGY  
(Exact name of registrant as specified in its charter)

California  
(State or other jurisdiction  
of incorporation or organization)

33-0732627  
(I.R.S. Employer  
Identification Number)

101 Ash Street  
San Diego, California 92101  
(619) 696-2034  
(Address of principal executive offices, Zip Code, and telephone number)

SEMPRA ENERGY  
EMPLOYEE STOCK INCENTIVE PLAN  
(Full title of the plan)

JOHN R. LIGHT, ESQ.  
Sempra Energy  
101 Ash Street  
San Diego, California 92101  
(619) 696-2034  
(Name, address including zip code, and telephone number,  
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value(1)	10,000,000 shares (2)	\$21.22(3)	\$212,200,000(3)	\$56,020.80

(1) Includes one Class A Junior Participating Preferred Stock Purchase Right for each share of Common Stock, exercisable on the terms and conditions specified therein. Prior to the occurrence of certain events, the Preferred Stock Purchase Rights will not be evidenced separately from the Common Stock and the value attributable to them, if any, is reflected in the value of the Common Stock.

(2) Represents the aggregate number of shares of Common Stock reserved for issuance under the Sempra Energy Employee Stock Incentive Plan.

(3) Estimated in accordance with Rules 457(c) and 457(h)(i) solely for purposes of computing the registration fee and based on the average of the high and low price of shares of Sempra Energy Common Stock the New York Stock Exchange on November 7, 2000.

Part I

Item 1. Plan Information.

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with this Registration Statement.

Part II

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated by reference and deemed to be part of this Registration Statement.

- - Annual Report on Form 10-K for the year ended December 31, 1999, filed on March 29, 2000;
- - Quarterly Report on Form 10-Q for the quarter ended March 31, 2000, filed on May 5, 2000;
- - Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, filed on August 14, 2000;
- - Quarterly Report on Form 10-Q for the quarter ended September 30, 2000, filed on November 13, 2000;
- - Current Report on Form 8-K filed on February 22, 2000;
- - Current Report on Form 8-K filed on March 9, 2000;
- - Current Report on Form 8-K filed on March 30, 2000;
- - Current Report on Form 8-K filed on April 28, 2000;
- - Current Report on Form 8-K filed on August 2, 2000;
- - Current Report on Form 8-K filed on October 26, 2000; and
- - The description of Registrant's Common Stock contained in the Registration Statement on Form 8-A filed on June 5, 1998.

All documents that are filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, between the date of this Registration Statement and the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

A statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superceded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which is also incorporated in this Registration Statement modifies or supersedes such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 317 of the Corporations Code of the State of California permits a corporation to provide indemnification to its directors and officers under certain circumstances. The Registrant's Articles of Incorporation and Bylaws eliminate the liability of directors for monetary damages to the fullest extent permissible under California law and provide that indemnification for liability for monetary damages incurred by directors, officers and other agents of the Registrant shall be allowed, subject to certain limitations, in excess of the indemnification otherwise permissible under California law. In addition, the Registrant has entered into indemnification agreements with its directors and officers which generally provide for indemnification of

the officers and directors to the fullest extent permitted under California law. The Registrant maintains liability insurance and is insured against loss for which it may be required or permitted by law to indemnify its directors and officers for their related acts.

The directors and officers of the Registrant are covered by insurance policies indemnifying them against certain liabilities, including certain liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), which might be incurred by them in such capacities and against which they cannot be indemnified by Sempra Energy.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons controlling Sempra Energy pursuant to the foregoing provisions, Sempra Energy has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### Item 7. Exemption from Registration Claimed

Not applicable.

#### Item 8. Exhibits

The following exhibits are filed as part of the Registration Statement:

3.1 Amended and Restated Articles of Incorporation of the Registrant (Incorporated by reference to the Registrant's Registration Statement on Form S-3 dated April 29, 1998, File No. 333-51309).

3.2 Bylaws of the Registrant (Incorporated by reference to the Registrant's Registration Statement on Form S-8 dated June 5, 1998, File No. 333-56161).

5.1 Opinion of Gary W. Kyle, Chief Corporate Counsel.

23.1 Independent Auditors' Consent.

23.2 Consent of Gary W. Kyle (included in Exhibit 5.1).

24.1 Power of Attorney (included in signature page).

#### Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-

effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 7th day of November, 2000.

SEMPRA ENERGY

By: STEPHEN L. BAUM

-----  
Stephen L. Baum  
Chairman,  
Chief Executive Officer  
and President

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen L. Baum, Neal E. Schmale and John R. Light and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) and supplements to this Registration Statement, and any related registration statements necessary to register additional securities, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and

thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
----- STEPHEN L. BAUM ----- Stephen L. Baum	Chairman, Chief Executive Officer, President and Director	November 7, 2000
----- NEAL E. SCHMALE ----- Neal E. Schmale	Executive Vice President and Chief Financial Officer	November 7, 2000
----- FRANK H. AULT ----- Frank H. Ault	Vice President and Controller	November 7, 2000
----- HYLA H. BERTEA ----- Hyla H. Bertea	Director	November 7, 2000
----- ANN L. BURR ----- Ann L. Burr	Director	November 7, 2000
----- HERBERT L. CARTER ----- Herbert L. Carter	Director	November 7, 2000
----- RICHARD A. COLLATO ----- Richard A. Collato	Director	November 7, 2000
----- DANIEL W. DERBES ----- Daniel W. Derbes	Director	November 7, 2000
----- WILFORD D. GODBOLD, JR. ----- Wilford D. Godbold, Jr.	Director	November 7, 2000
----- WILLIAM D. JONES ----- William D. Jones	Director	November 7, 2000
----- RALPH R. OCAMPO ----- Ralph R. Ocampo	Director	November 7, 2000

WILLIAM G. OUCHI ----- William G. Ouchi	Director	November 7, 2000
RICHARD J. STEGEMEIER ----- Richard J. Stegemeier	Director	November 7, 2000
THOMAS C. STICKEL ----- Thomas C. Stickel	Director	November 7, 2000
DIANA L. WALKER ----- Diana L. Walker	Director	November 7, 2000

#### EXHIBIT INDEX

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  - 23.1 Independent Auditors' Consent.
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SEMPRA ENERGY

Gary W. Kyle  
Chief Corporate Counsel

101 Ash Street  
San Diego, CA 92101-3017

Tel: 619.696.4373  
Fax: 619.696.4670

November 9, 2000

Ladies and Gentlemen:

In my capacity as Chief Corporate Counsel of Sempra Energy, a California corporation (the "Company"), I have advised the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), with respect to 10 million shares (the "Shares") of the Company's Common Stock reserved for issuance from time to time pursuant to the Company's Employee Stock Incentive Plan, (the "Plan").

In so acting, I have examined the Registration Statement and have also examined and relied as to factual matters upon the representations and warranties contained in originals, or copies certified or otherwise identified to my satisfaction, of such documents, records, certificates and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. In such examination, I have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to me as originals and the conformity with originals of all documents submitted to me as copies.

The opinion expressed below is limited to the General Corporation Law of California and the federal law of the United States, and I do not express any opinion herein concerning any other law.

Based upon the foregoing and having regard for such legal considerations as I have deemed relevant, I am of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company and paid for in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as a exhibit to the Registration Statement.

Very truly yours,

GARY W. KYLE

Gary W. Kyle

Independent Auditors' Consent

We consent to the incorporation by reference in this Registration Statement of Sempra Energy on Form S-8 of our report dated February 4, 2000 (February 25, 2000 as to Note 17), appearing in and incorporated by reference in the Annual Report on Form 10-K of Sempra Energy for the year ended December 31, 1999.

Deloitte & Touche LLP  
San Diego, California  
November 13, 2000