

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /

Filed by a Party other than the Registrant / /

Check the appropriate box:

/ / Preliminary Proxy Statement

/X/ Definitive Proxy Statement

/ / Definitive Additional Materials

/ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.142-12

PACIFIC ENTERPRISES

(Name of Registrant as Specified In Its Charter)

PACIFIC ENTERPRISES

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2)

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule
14a-6(i)(3)

/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

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

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11:*

4) Proposed maximum aggregate value of transaction:

* Set forth the amount on which the filing fee is calculated and state how it
was determined.

/ / 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:

[LOGO]

555 WEST FIFTH STREET
LOS ANGELES, CA 90013-1011

WILLIS B. WOOD, JR.
CHAIRMAN AND
CHIEF EXECUTIVE OFFICER

March 23, 1995

Dear Shareholder:

On behalf of the Board of Directors, it is a pleasure to invite you to our Annual Meeting of Shareholders to be held in Universal City on May 4. I hope you will find it convenient to attend.

At the Annual Meeting, shareholders will elect ten directors and vote upon approval of incentive compensation performance goals. Approval of these goals is intended to assure that dividend equivalent and bonus opportunities awarded to executives under our Employee Stock Option Plan (which was approved last year by shareholders) and our Executive Incentive Plan over the next five years will, upon payment, be a deductible compensation expense to Pacific Enterprises for federal income tax purposes. Confidential voting is provided for employee shareholders voting through the company's employee benefit plans and other shareholders may elect confidential voting if they so desire.

Whether you own a few or many shares and whether or not you plan to attend in person, it is important that your shares be voted at the Annual Meeting. I urge you to complete the enclosed proxy or voting instruction and return it promptly. If you have any questions concerning the Annual Meeting, please call Pacific Enterprises Shareholder Services, 1-800-722-5483.

Very truly yours,

Willis B. Wood, Jr.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 109th Annual Meeting of Shareholders of Pacific Enterprises will be held on Thursday, May 4, 1995 at 9:30 a.m. in the Universal City Hilton & Towers, 555 Universal Parkway Terrace, Universal City, California. At the Annual Meeting, shareholders will consider the following items of business:

1. The election of directors.
2. Approval of performance goals for dividend equivalents.
3. Approval of performance goals for Executive Incentive Plan.
4. Such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 21, 1995 are entitled to notice of and to vote at the Annual Meeting.

ONLY SHAREHOLDERS OF PACIFIC ENTERPRISES ARE ENTITLED TO ATTEND THE ANNUAL MEETING.

AN ADMISSION TICKET TO THE ANNUAL MEETING IS PRINTED ON THE INSIDE BACK COVER OF THIS PROXY STATEMENT. IF YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE BRING THIS TICKET WITH YOU. IT WILL ADMIT YOU AND A GUEST OR FAMILY MEMBER TO THE MEETING.

Shareholders who do not bring an admission ticket to the Annual Meeting must have their share ownership verified to obtain admission. Shareholders of record will be admitted upon verification of record share ownership at the admission desk. Shareholders who own shares through banks, brokerage firms, nominees, employee benefit plans or other account custodians, must present proof of beneficial share ownership (such as a brokerage account or employee benefit plan statement) at the admission desk.

If you expect to attend the Annual Meeting in person, please check the attendance box provided on the enclosed proxy card or voting instruction. Seating is limited and will be on a first-come, first-served basis. Doors will open at 8:30 a.m.

Thomas C. Sanger, Secretary

March 23, 1995

TABLE OF CONTENTS

	PAGE

Pacific Enterprises.....	1
Outstanding Shares and Voting Rights.....	1
Board of Directors.....	3
Election of Directors.....	4
Share Ownership of Directors and Executive Officers.....	8
Financial Performance and Shareholder Returns.....	9
Report of the Compensation Committee.....	11
Executive Compensation.....	16
Approval of Incentive Compensation Performance Goals.....	20
Solicitation of Proxies and Voting Instructions.....	24
Independent Auditors.....	25
Annual Reports.....	25
1996 Annual Meeting.....	25
Other Business.....	26

PROXY STATEMENT

Pacific Enterprises is providing this Proxy Statement to shareholders in connection with its Annual Meeting of Shareholders to be held May 4, 1995. It is being mailed to shareholders commencing March 23, 1995.

PACIFIC ENTERPRISES

Pacific Enterprises is a Los Angeles-based utility holding company engaged in supplying natural gas throughout most of Southern and portions of Central California. These operations are conducted through Southern California Gas Company, the nation's largest natural gas distribution utility, which provides gas service through 4.7 million meters to 535 cities and communities in a 23,000-square-mile service territory with a population of 17 million. Through other subsidiaries, Pacific Enterprises is also engaged in interstate and offshore natural gas transmission to serve its utility operations and in alternate energy development.

Pacific Enterprises was incorporated in California in 1907 as the successor to a corporation organized in 1886. Its principal executive offices are located at 555 West Fifth Street, Los Angeles, California and its telephone number is (213) 895-5000.

OUTSTANDING SHARES AND VOTING RIGHTS

Shareholders who are present at the Annual Meeting in person or by proxy will be entitled to one vote for each share of Pacific Enterprises Common Stock and Voting Preferred Stock which they held of record on March 21, 1995. On that date 84,541,892 shares of Pacific Enterprises Common Stock and 1,100,353 shares of Pacific Enterprises Voting Preferred Stock were outstanding.

Pacific Enterprises' bylaws permit each shareholder who desires to do so to elect that his or her identity and individual vote be held confidential. Confidentiality will not apply to the extent that voting disclosure is required by applicable law or is appropriate to assert or defend any claim relating to shareholder voting. Confidentiality also will not apply with respect to any matter for which shareholder votes are solicited in opposition to the nominees or voting recommendations of the Board of Directors

unless the persons engaged in the opposition solicitation provide shareholders with voting confidentiality (which, if not otherwise provided, will be requested by Pacific Enterprises) comparable to the voting confidentiality provided by Pacific Enterprises. A shareholder desiring confidential voting must mark the appropriate box and return the enclosed proxy card.

The employee benefit plans of Pacific Enterprises and its subsidiaries automatically provide for confidential voting by employees participating in the plans. Employees holding shares through these plans need not take any action to obtain confidential voting and may vote their shares by returning the enclosed voting instruction.

Proxies and voting instructions that are timely received will be voted in the manner directed thereon. If no direction is given, they will be voted, as to the shares for which they are authorized to be voted, in accordance with the recommendations of the Board of Directors. Only votes for or against a particular matter will be counted as votes cast in determining the outcome of that matter.

BOARD OF DIRECTORS

Pacific Enterprises' entire Board of Directors is elected at each Annual Meeting of Shareholders. During 1994, the Board of Directors held eleven meetings.

BOARD COMMITTEES

The Board of Directors maintains standing Audit, Compensation, Environmental and Social Responsibility, Executive and Nominating Committees.

THE AUDIT COMMITTEE, which consists entirely of non-officer directors, recommends to the Board of Directors the selection of independent auditors; approves and reviews services and fees of independent auditors; and reviews accounting and financial policies, internal accounting controls and the results of audit engagements. During 1994, the Committee held three meetings.

THE COMPENSATION COMMITTEE reviews the performance and approves or recommends the compensation of senior management and recommends the adoption of and administers compensation plans in which senior management is eligible to participate. The Committee also considers management succession plans. During 1994, the Committee held six meetings.

THE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY COMMITTEE reviews and monitors Pacific Enterprises' fulfillment of its responsibilities on environmental matters and other matters of public policy. During 1994, the Committee held two meetings.

THE EXECUTIVE COMMITTEE may act on all but certain major corporate matters reserved to the Board of Directors. It meets when emergency issues or scheduling make it difficult to assemble the Board of Directors. During 1994, the Committee held one meeting.

THE NOMINATING COMMITTEE considers and makes recommendations regarding the nominations of directors and the size and composition of the Board of Directors. During 1994, the Committee held one meeting. The Committee will consider shareholder suggestions for nominees for director. Suggestions may be submitted to the Secretary of Pacific Enterprises, P.O. Box 60043, Los Angeles, California 90060-0043. Biographical information concerning the proposed nominee should also be included to assist the Committee in its deliberations.

DIRECTOR COMPENSATION

Directors who are also officers of Pacific Enterprises or its subsidiaries are not separately compensated for their services as directors or as members of Committees of the Board of Directors. Non-officer directors receive annual retainers of \$25,000 and an additional \$3,000 for each Committee which they chair. Non-officer directors also receive \$900 for each meeting of the Board of Directors or Committee of the Board of Directors which they attend. Directors may defer the receipt of their compensation and earn interest on the amounts deferred.

Non-officer directors receive retirement benefits commencing upon the later of retirement or attaining age 65. The annual retirement benefit is the sum of the then current annual base retainer and the then current Board meeting fee multiplied by ten and adjusted upward for subsequent increases in the retainer or meeting fee. The benefit continues for a maximum period equal to the director's years of service as a non-officer director.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is comprised of three members, all of whom are non-officer directors. The members of the Committee are Wilford D. Godbold, Jr., Harold M. Messmer, Jr. and Ignacio E. Lozano, Jr. Throughout 1994, Paul A. Miller also served as a member of the Compensation Committee. Mr. Miller is a former officer of Pacific Enterprises who retired as Chairman of the Board and Chief Executive Officer in 1989.

ELECTION OF DIRECTORS

At the Annual Meeting, ten directors (comprising the entire authorized number of directors) will be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified. The ten director candidates receiving the highest number of affirmative votes of the shares entitled to be voted will be elected as directors.

The names of the Board of Directors' ten nominees for election as directors and biographical and shareholding information (see also "Share Ownership of Directors and Executive Officers") regarding each nominee are set forth below. Each nominee is currently a director of both Pacific Enterprises and Southern California Gas Company other than Mr. Stegemeier who is a nominee for election as a director of both companies. Unless otherwise noted, each nominee has held the position set forth beneath his or her name or various positions with the same organization for at least the last five years.

The proxies and voting instructions solicited by this Proxy Statement will be voted for the election of these nominees unless other instructions are specified. If any nominee should become unavailable to serve, the proxies and voting instructions may be voted for a substitute nominee designated by the Board of Directors or the authorized number of directors may be reduced.

SHARE OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the number of shares of Pacific Enterprises Common Stock beneficially owned as of March 21, 1995 by each director and nominee, the chief executive officer and the four other most highly compensated executive officers of Pacific Enterprises and, as a group, all such persons and all other executive officers.

NAME	NUMBER OF SHARES OF COMMON STOCK
Hyla H. Bertea (#1)	11,527
Herbert L. Carter (#2)	817
Richard D. Farman (#3)	99,473
Wilford D. Godbold, Jr.	2,000
Lloyd A. Levitin (#3)	109,240
Leslie E. LoBaugh, Jr. (#3)	36,803
Ignacio E. Lozano, Jr. (#1)	1,337
Harold M. Messmer, Jr.	1,000
Paul A. Miller (#4)	12,586
Warren I. Mitchell (#3)	49,001
Joseph R. Rensch (#5)	26,296
Richard J. Stegemeier	1,000
Diana L. Walker	500
Willis B. Wood, Jr. (#3)	184,344
All Directors and Executive Officers as a group (19 persons) (#3)	640,999

- #1 Includes shares held by spouse. Such shares total 4,100 shares for Mrs. Bertea and 500 shares for Mr. Lozano.
- #2 Includes 37 shares held as guardian.
- #3 Includes shares issuable upon exercise of employee stock options that are exercisable prior to May 31, 1995. Such option shares total 82,000 shares for Mr. Farman, 94,000 shares for Mr. Levitin, 34,360 shares for Mr. LoBaugh, 45,100 shares for Mr. Mitchell, 157,000 shares for Mr. Wood and 498,260 shares for all executive officers as a group.
- #4 Includes 1,200 shares held as co-special administrator and co-executor.
- #5 Mr. Rensch will retire as a director at the Annual Meeting.

The shares of Pacific Enterprises Common Stock owned by all directors and executive officers as a group represent less than 1% of the outstanding voting shares.

THE FOLLOWING INFORMATION CONTAINED UNDER THE CAPTIONS "FINANCIAL PERFORMANCE AND SHAREHOLDER RETURNS" AND "REPORT OF THE COMPENSATION COMMITTEE" SHALL NOT BE DEEMED TO BE "SOLICITING MATERIAL" OR TO BE "FILED" WITH THE SECURITIES AND EXCHANGE COMMISSION AND SHALL NOT BE DEEMED TO BE INCORPORATED INTO ANY FILING BY PACIFIC ENTERPRISES UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934 IN THE ABSENCE OF SPECIFIC REFERENCE TO SUCH INFORMATION AND CAPTIONS.

FINANCIAL PERFORMANCE AND SHAREHOLDER RETURNS

Pacific Enterprises' return to profitability continued in 1994 with increased dividends but slightly lower earnings resulting primarily from the absence of a one-time tax benefit that increased 1993 earnings. This was accomplished through the continued strong performance of Southern California Gas Company which achieved a return on equity of 12.3%, compared with 11% authorized by the California Public Utilities Commission, marking the twelfth consecutive year in which it has achieved or exceeded its authorized rate of return on rate base.

Prior to 1993, Pacific Enterprises experienced several years of unsatisfactory performance as a result of losses from non-utility operations. Substantially all of these operations were sold during 1992 and early 1993 as part of a new strategic plan to refocus on natural gas utility operations. Proceeds from these sales and a public offering of Common Stock were applied to retire substantially all non-utility debt and a quasi-reorganization was effected for financial reporting purposes to adjust remaining non-utility assets to fair value and eliminate an accumulated deficit in retained earnings.

Pacific Enterprises' financial results have been reflected in its stock price performance and total return to shareholders as shown in the graphs on the following page. These graphs compare the market value over the last two and five years (assuming reinvestment of dividends) of an initial \$100 investment in Pacific Enterprises Common Stock at the beginning of each period with an identical investment in a weighted basket of stocks comprising the Standard & Poor's 500 Stock Index and indices of diversified/ integrated gas utilities and gas distribution utilities developed by the American Gas Association. Pacific Enterprises believes comparisons of its performance with that of the diversified/integrated gas utilities index are appropriate for years prior to 1993 and comparisons with the gas distribution utilities index more appropriate for 1993 and subsequent years.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN*

	1990	1991	1992	1993	1994
	----	----	----	----	----
Pacific Enterprises.....	\$ 84	\$ 61	\$ 44	\$ 58	\$ 55
S & P 500.....	97	123	136	150	152
AGA Gas Distribution Utilities.....	101	126	147	170	155
AGA Diversified/Integrated Gas Utilities....	89	78	82	93	81

COMPARISON OF TWO YEAR CUMULATIVE TOTAL RETURN**

	1993	1994
	-----	-----
Pacific Enterprises.....	\$ 131	\$ 125
S & P 500.....	110	111
AGA Gas Distribution Utilities.....	116	106
AGA Diversified/Integrated Gas Utilities.....	113	99

* Assumes \$100 invested on January 1, 1990 and all dividends reinvested.

** Assumes \$100 invested on January 1, 1993 and all dividends reinvested.

The companies comprising the American Gas Association's diversified/integrated gas utilities group are Chesapeake Utilities, Columbia Gas System, Consolidated Natural Gas, Eastern Enterprises, Energen Corporation, Enserch Corporation, Equitable Resources, K N Energy, Inc., Nicor Inc., Noram Energy, Oneok Inc., Pacific Enterprises, Pennsylvania Enterprises, Questar Corporation, South Jersey Industries, Southwest Gas Corporation, UGI Corporation, Valley Resources, Inc., Washington Energy and Wicor, Inc.

The companies comprising the American Gas Association's gas distribution utilities group are Atlanta Gas Light Co., Atmos Energy Corporation, Bay State Gas Company, Brooklyn Union Gas Co., Cascade Natural Gas Corp., Colonial Gas Company, Connecticut Energy Corp., Connecticut Natural Gas, Delta Natural Gas Co., Inc., Energynorth, Inc., Energywest, Essex County Gas Company, Indiana Energy, Inc., MCN Corporation, Mobile Gas Service Corp., New Jersey Resources Corp., North Carolina Natural Gas, Northwest Natural Gas Co., NUI Corporation, Peoples Energy Corporation, Piedmont Natural Gas Co., Providence Energy Corp., PS Co of North Carolina, Southern Union Company, United Cities Gas Company, Washington Gas Light Co., and Yankee Energy System, Inc.

The factors affecting Pacific Enterprises future performance are discussed under the caption "Financial Review -- Management's Discussion and Analysis" in Pacific Enterprises 1994 Annual Report to Shareholders and in the financial statements appearing on pages 20 through 47 of the Annual Report.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee reviews management compensation levels, evaluates management performance, and considers management succession and related matters. The Committee also administers Pacific Enterprises' various executive incentive plans.

Each year the Compensation Committee reviews and approves a compensation plan for Pacific Enterprises' executive officers. The plan is developed in conjunction with independent compensation consultants and includes a review of compensation practices of large gas and electric utilities (including several companies included in the American Gas Association's index of gas distribution utilities) and gas transmission companies throughout the United States, a review of the performance of these companies and Pacific Enterprises, and subjective judgments as to the past and expected future contributions of Pacific Enterprises' individual executives.

Base salaries are reviewed annually and adjustments are also considered upon changes in executive responsibilities. Annual bonus opportunity levels are developed and payment of bonuses tied to Pacific Enterprises' success in achieving a rate of return on equity derived from that authorized for Southern California Gas Company by the California Public Utilities Commission. Longer term incentive compensation is provided by annual grants of employee stock options which closely relate compensation to shareholder returns.

COMPENSATION CONSULTANTS

To assist in performing its functions, the Compensation Committee retains Hewitt Associates, a nationally recognized consulting firm specializing in executive compensation issues. Hewitt Associates assists the Committee in formulating executive compensation policies and advises the Committee on programs and practices to implement policies adopted by the Committee. In doing so, Hewitt Associates prepares and reviews with the Committee surveys and other materials reflecting executive compensation policies of other companies and other factors (including relative performance and general economic conditions) which they deem relevant.

COMPENSATION POLICY

Throughout 1992 and in prior years, Pacific Enterprises owned major non-utility operations in retailing and in oil and gas exploration and production. Consequently, in previous years, the Compensation Committee implemented policies intended to provide levels of executive compensation competitive with general industry levels for other California companies. These levels were, in general, above those for energy utility companies and reflected the diversified nature of Pacific Enterprises' business.

Substantially all non-utility operations were sold in 1992 and early 1993 as part of a strategic plan to refocus on natural gas utility operations. Consequently, the Compensation Committee has adopted a policy that overall compensation (salary, targeted annual bonuses and the grant-date estimated value of annual employee stock option awards) for executive officers generally should approximate the mid-point of overall compensation for similar levels of responsibility and performance at large energy utilities and gas transmission companies. However, consistent with its goal of aligning compensation with performance, the committee has adopted programs which afford the flexibility to compensate executives at competitive levels and recognize exceptional results through incentive-based compensation.

Comparable levels for salaries and annual bonuses have been achieved through salary freezes and reductions in bonus opportunities. However, long-term incentive compensation (the grant-date estimated value of annual employee stock option grants) is currently somewhat below comparable levels.

The Compensation Committee believes its policies appropriately align the financial interests of Pacific Enterprises' executives with those of shareholders. All elements of executive compensation are now at or below levels comparable to other large energy utilities and gas transmission companies for comparable levels of performance in 1994. In addition, amounts paid as annual bonuses and the realized value of stock options is highly variable and closely tied to corporate performance. As a consequence, much of an executive officer's compensation is "at risk" with the targeted value of annual bonuses and the grant-date estimated value of annual employee stock option awards intended to contribute from about 25% to 50% of total annual compensation.

As one of the factors in its consideration of compensation matters, the Compensation Committee considers the anticipated tax consequences to Pacific Enterprises and its executives of the form and

amount of executive compensation and considers various alternatives for preserving the tax deductibility of executive compensation to Pacific Enterprises to the extent reasonably practicable and consistent with the Committee's other compensation objectives. Consequently, the Committee is requesting that shareholders approve performance goals for the payment of bonuses and dividend equivalents (see "Approval of Incentive Compensation Performance Goals"). Shareholder approval is intended to assure that bonus and dividend equivalent opportunities awarded over the next five years will, upon payment, be a tax deductible compensation expense to Pacific Enterprises.

The tax consequences of various forms and amounts of executive compensation, including tax deductibility to Pacific Enterprises, may depend upon the timing of payment or vesting or exercise of previously granted rights and interpretations of and changes in the tax laws and other factors beyond the Compensation Committee's control. Consequently, for these and other reasons, the Committee will not necessarily and in all circumstances limit executive compensation to forms and amounts which may be deductible to Pacific Enterprises for tax purposes.

COMPENSATION AWARDS

Pacific Enterprises' return to profitability, which commenced in 1993, continued in 1994 with increased dividends but slightly lower earnings resulting primarily from the absence of a one-time tax benefit that increased 1993 earnings. Prior to 1993, Pacific Enterprises experienced several years of unsatisfactory performance as a result of losses from non-utility operations. These financial results and a related financial restructuring (including the divestiture of non-utility operations) have been reflected in Pacific Enterprises returns to shareholders (see "Financial Performance and Shareholder Returns") and in the compensation of Pacific Enterprises' executives.

SALARIES

Through 1993, salaries for executive officers were generally frozen at 1991 levels except for adjustments to reflect changes in executive responsibilities. Mr. Wood received a 10% salary increase upon becoming Chairman of the Board in September of 1992. Reflecting a policy to place more chief executive compensation "at risk", he was awarded an 80,000-share stock option grant in 1993, but he did not receive a salary increase for 1993 or 1994.

Messrs. Farman and Mitchell, whose performance was evaluated based upon that of Southern California Gas Company of which they were the Chief Executive Officer and President, respectively, received salary increases for 1992 and 1993 based upon the superior performance of utility operations. Mr. Farman (who received a promotional increase in September 1993 upon becoming President of Pacific Enterprises) did not receive a salary increase for 1994. Other executive officers were awarded salary increases for 1994 averaging 5.3%.

BONUSES

The Compensation Committee establishes annual target bonus award opportunities for executive officers at the midpoint for bonuses for comparable levels of responsibility and performance at other large energy utilities and gas transmission companies. Target award levels for superior corporate and individual performance for 1994 ranged from 45% of base salary for the Chief Executive Officer and the President to 30% of base salary for Vice Presidents with maximum award levels for extraordinary performance ranging from 67.5% to 45% of base salary.

In evaluating performance and determining annual bonuses for 1992 and 1993, the Compensation Committee took particular note of Pacific Enterprises' success in developing and implementing a strategic plan and financial restructuring program that in 1993 returned Pacific Enterprises to profitability and permitted the resumption of dividends.

The development and initial implementation of the strategic restructuring program in 1992 resulted in the Compensation Committee paying annual bonuses to Mr. Wood and other executive officers for that year based upon their superior individual performance but in amounts substantially below target levels due to Pacific Enterprises' unsatisfactory financial performance for the year. In addition, the continued superior performance of Southern California Gas Company for 1992 resulted in paying maximum annual bonuses to Messrs. Farman and Mitchell.

For 1993 and 1994, the success of the restructuring and continued superior performance of Southern California Gas Company resulted in Pacific Enterprises achieving returns on equity of 19.1% and 14.3%, respectively. These returns were substantially above the rates of return for Southern California Gas Company authorized by the California Public Utilities Commission and the target returns established by the Compensation Committee for the payment of annual bonuses. These superior returns, together with favorable assessments of the contributions of individual executive officers to achieving them, resulted in paying to Mr. Wood and other executive officers maximum or near maximum bonuses for each of these two years.

STOCK OPTIONS

To provide long-term incentive compensation and in lieu of cash compensation, the Compensation Committee relies exclusively upon awards of stock options, the ultimate realizable value of which closely equates compensation to shareholder returns. Stock options are granted with an exercise price that is not less than the fair market value of the option shares at the date of the grant. They are typically granted for a ten-year term and vest in equal cumulative annual installments over a three to five-year period with vesting and exercisability subject only to continuing employment.

In awarding stock options, the Compensation Committee sizes option grants to provide a grant-date estimated value at the approximate midpoint for option and other long-term incentive awards

provided by large energy utilities and gas transmission companies for comparable levels of responsibility. Since the Compensation Committee uses only stock options to provide long-term incentive compensation, option awards are typically larger than those at otherwise comparable companies that provide additional forms of long-term compensation.

During 1994, Messrs. Wood and Farman were awarded options having a grant-date estimated value of \$179,400 (60,000 shares) and \$104,650 (35,000 shares), respectively. They each received somewhat larger valued annual stock option awards in 1993 and 1992. Mr. Farman also received an additional award of 50,000 option shares with a grant-date estimated value of \$148,500 upon becoming President of Pacific Enterprises in 1993. In each of these years smaller option awards were also made to other executive officers.

COMPENSATION COMMITTEE
Harold M. Messmer, Jr., Chairman
Wilford D. Godbold, Jr.
Ignacio E. Lozano, Jr.
Paul A. Miller

EXECUTIVE COMPENSATION

The following table summarizes the compensation paid by Pacific Enterprises and its subsidiaries to those persons who were, at December 31, 1994, Pacific Enterprises' chief executive officer and its other four most highly compensated executive officers.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITIONS	ANNUAL COMPENSATION			LONG-TERM COMPENSATION				
	YEAR	SALARY	BONUS	AWARDS		PAYOUTS		ALL OTHER COMPENSATION (#1)(#2)
				RESTRICTED STOCK AWARDS	SHARES UNDERLYING OPTIONS/SARS	LTIP PAYOUTS		
Willis B. Wood, Jr. Chairman and Chief Executive Officer of Pacific Enterprises and Presiding Director of Southern California Gas Company (#3)	1994	\$641,000	\$428,626	\$ -0-	60,000	\$ -0-	\$ 72,658	
	1993	\$641,000	\$511,438	\$ -0-	80,000	\$ -0-	\$ 57,808	
	1992	\$601,000	\$164,000	\$ -0-	100,000	\$ -0-	\$ 66,100	
Richard D. Farman President of Pacific Enterprises and Chief Executive Officer of Southern California Gas Company (#3)	1994	\$436,000	\$290,250	\$ -0-	35,000	\$ -0-	\$ 62,134	
	1993	\$412,000	\$267,525	\$ -0-	90,000	\$ -0-	\$ 50,153	
	1992	\$381,000	\$254,000	\$ -0-	35,000	\$ -0-	\$ 56,694	
Lloyd A. Levitin Executive Vice President and Chief Financial Officer of Pacific Enterprises and Southern California Gas Company (#4)	1994	\$356,000	\$210,000	\$ -0-	-0-	\$ -0-	\$ 51,469	
	1993	\$341,000	\$226,126	\$ -0-	40,000	\$ -0-	\$ 63,009	
	1992	\$341,000	\$ 75,000	\$ -0-	50,000	\$ -0-	\$ 72,110	
Warren I. Mitchell President of Southern California Gas Company	1994	\$291,000	\$171,000	\$ -0-	25,000	\$ -0-	\$ 6,803	
	1993	\$271,000	\$154,200	\$ -0-	32,000	\$ -0-	\$ 8,243	
	1992	\$251,000	\$147,000	\$ -0-	25,000	\$ -0-	\$ 7,649	
Leslie E. LoBaugh, Jr. Vice President and General Counsel of Pacific Enterprises and Southern California Gas Company	1994	\$251,000	\$110,250	\$ -0-	10,000	\$ -0-	\$ 7,698	
	1993	\$241,000	\$141,000	\$ -0-	24,000	\$ -0-	\$ 3,863	
	1992	\$241,000	\$ 35,000	\$ -0-	30,000	\$ -0-	\$ 11,809	

-
- #1 Consists of interest accruals on deferred compensation above 120% of the applicable federal rate, the dollar value of insurance premiums paid with respect to the term portion of life insurance and employer contributions to defined contribution plans. Such interest accruals, insurance premiums and contributions for 1994 were, respectively, \$65,966, \$2,192 and \$4,500 for Mr. Wood; \$56,117, \$1,517 and \$4,500 for Mr. Farman; \$45,752, \$1,217 and \$4,500 for Mr. Levitin; \$1,291, \$1,012 and \$4,500 for Mr. Mitchell; and \$4,590, \$858 and \$2,250 for Mr. LoBaugh.
 - #2 Life insurance policies have been purchased for each of the executive officers named above (other than Mr. Mitchell) under arrangements providing for offsets of supplemental pension benefits by the cash surrender value of the policies. If Mr. LoBaugh had become entitled to the cash surrender value of his policy at December 31, 1994, he would have received benefits which would have exceeded his supplemental pension benefits by \$621,305.
 - #3 Mr. Wood and Mr. Farman subsequently relinquished their positions at Southern California Gas Company to devote full-time to their responsibilities at Pacific Enterprises.
 - #4 Mr. Levitin will retire during the second quarter of 1995. Upon retirement, he will receive a payment of \$1,027,000, his supplemental medical benefits will be continued for 18 months and all stock options previously granted to him will become fully vested. For six months thereafter, he will provide consulting services to Pacific Enterprises of up to 40 hours per month for which he will not be additionally compensated and, upon the request of Pacific Enterprises, additional consulting services for which he would be compensated at his rate in effect at retirement.

STOCK OPTIONS

The following table sets forth information regarding stock options granted during 1994.

OPTION/SAR GRANTS (#1)

NAME	NUMBER OF SHARES UNDERLYING OPTIONS/SARS	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN 1994	EXERCISE PRICE	EXPIRATION DATE	GRANT DATE BLACK-SCHOLES ESTIMATED PRESENT VALUE(#2)
Willis B. Wood, Jr.....	60,000	11%	\$ 21.50	2/29/04	\$ 179,400
Richard D. Farman.....	35,000	7%	\$ 21.50	2/29/04	\$ 104,650
Lloyd A. Levitin.....	-0-	-0-			-0-
Warren I. Mitchell.....	25,000	5%	\$ 21.50	2/29/04	\$ 74,750
Leslie E. LoBaugh, Jr.	10,000	2%	\$ 21.50	2/29/04	\$ 29,900

#1 All options are to purchase shares of Pacific Enterprises Common Stock; were granted at an exercise price of 100% of the fair market value of the option shares on the date of grant; are for a ten-year term, subject to earlier expiration upon termination of employment; and become exercisable in cumulative annual installments of 20% of the shares initially subject to the option on each of the first five anniversaries of the date of grant. The Compensation Committee of the Board of Directors may, in its discretion, permit alternative settlement of stock options by payment to the optionee of an amount (in cash or shares of Pacific Enterprises Common Stock of equivalent market value) not exceeding the difference between the exercise price and the then fair market value of the option shares. Upon a change in control in Pacific Enterprises, the time periods relating to the exercise of stock options will be accelerated and, upon the request of the optionee, Pacific Enterprises will purchase the option for an amount in cash equal to the amount which could be realized upon the exercise thereof.

#2 Options are valued using a Black-Scholes based model. The model assumes a ten-year option term, a stock price volatility of .228, a risk-free rate of return of 6.48%, and an annual dividend yield of 5.58%. Adjustments were made based on actuarial assumptions regarding termination of employment both prior to option vesting and prior to the expiration of the ten-year option term. These modifications reduce estimated values by approximately 13% and 10% respectively. Options will have no actual value unless, and then only to the extent that, the stock price appreciates from the grant date to the exercise date. If the named officers realize the grant date values, total shareholder value will have appreciated by approximately \$253 million, and the value of the named officers' options will be 0.15% of the total shareholder appreciation.

The following table sets forth information regarding stock options exercised in 1994 and the value of stock options outstanding at December 31, 1994.

OPTION/SAR EXERCISES AND OPTION/SAR VALUES

NAME	OPTIONS/SARS EXERCISED IN 1994		NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS/SARS AT DECEMBER 31, 1994(#1)		VALUE OF UNEXERCISED IN-THE-MONEY OPTION/SARS AT DECEMBER 31, 1994	
	SHARES ACQUIRED	VALUE REALIZED	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
	Willis B. Wood, Jr.....	-0-	-0-	109,000	191,000	\$ 80,000
Richard D. Farman.....	-0-	-0-	60,600	131,400	\$ 28,000	\$ 42,000
Lloyd A. Levitin.....	-0-	-0-	49,600	72,400	\$ 40,000	\$ 60,000
Warren I. Mitchell.....	-0-	-0-	35,200	66,100	\$ 10,000	\$ 30,000
Leslie E. LoBaugh, Jr.....	-0-	-0-	32,560	50,200	\$ 24,000	\$ 36,000

#1 The exercise price of outstanding options ranges from \$19 1/4 to \$50 7/8.

PENSION BENEFITS

The following table sets forth estimated annual pension benefits, including supplemental pension benefits, payable upon retirement at age 65 to Pacific Enterprises' executive officers (based upon payment of benefits as a straight life annuity after maximum offset for social security benefits but without offset for any other benefits) in various compensation and years-of-service classifications.

PENSION PLAN TABLE

REMUNERATION (#1)	YEARS OF SERVICE (#2)				
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS
\$ 200,000.....	\$ 93,000	\$ 115,000	\$ 117,500	\$ 120,000	\$ 122,500
400,000.....	195,000	235,000	240,000	245,000	250,000
600,000.....	295,000	355,000	362,500	370,000	377,500
800,000.....	395,000	475,000	485,000	495,000	505,000
1,000,000.....	495,000	595,000	607,500	620,000	632,500
1,200,000.....	595,000	715,000	730,000	745,000	760,000

#1 Average salary for highest three consecutive years of service and average of three highest annual bonuses during the last ten years of service.
 #2 Years of service number 34 for Mr. Wood, 16 for Mr. Farman, 22 for Mr. Levitin, 36 for Mr. Mitchell, and 19 for Mr. LoBaugh.

APPROVAL OF INCENTIVE COMPENSATION PERFORMANCE GOALS

At the Annual Meeting, shareholders will be requested to approve the material terms of performance goals for the payment of dividend equivalents upon the exercise of stock options granted under Pacific Enterprises' Employee Stock Option Plan (which was approved last year by shareholders) and the payment of bonuses under Pacific Enterprises' Executive Incentive Plan. Shareholder approval of these performance goals is intended to assure that bonus and dividend equivalent opportunities awarded under these plans over the next five years will, upon payment, be a tax deductible compensation expense to Pacific Enterprises for federal income tax purposes.

THE BOARD OF DIRECTORS AND ITS
COMPENSATION COMMITTEE RECOMMEND A VOTE
FOR APPROVAL OF THE PERFORMANCE GOALS
FOR THE EXECUTIVE INCENTIVE PLAN
AND DIVIDEND EQUIVALENTS

Approval of these performance goals, which will be voted upon separately with respect to the Executive Incentive Plan and dividend equivalents, requires the favorable vote of the holders of a majority of the votes cast.

BACKGROUND

For many years, Pacific Enterprises has maintained incentive compensation programs designed to encourage high levels of employee performance on both a short-term and long-term basis. Shorter-term incentives have been provided through an Executive Incentive Plan permitting the payment of bonuses based upon the attainment of corporate and individual performance goals. For longer-term incentives, increasing reliance has been placed upon employee stock options with shareholders last year approving an Employee Stock Option Plan permitting the payment of dividend equivalents upon the exercise of options granted under the plan.

Last year amendments to the federal income tax laws became effective which limit to \$1 million the annual amount that publicly-held corporations may deduct for compensation paid to certain executive officers. However, this limitation does not apply with respect to compensation that qualifies as performance based compensation.

Consequently, Pacific Enterprises has adopted amendments to its Executive Incentive Plan and adopted an administrative guide for its Employee Stock Option Plan that are intended to qualify bonus and dividend equivalent compensation paid under these plans as performance based and thus deductible to Pacific Enterprises for federal income tax purposes. To qualify as performance based, the material

terms of performance goals for the payment of bonus and dividend equivalent compensation also must periodically be disclosed to and approved by shareholders. Shareholder approval of these goals, the material terms of which are set forth below, will be considered at the Annual Meeting.

EXECUTIVE INCENTIVE PLAN

Pacific Enterprises' Executive Incentive Plan permits the payment of bonuses to senior officers of Pacific Enterprises and its subsidiaries based upon the attainment of corporate financial objectives. There are currently approximately ten officers whose positions and responsibilities result in their consideration for participation in the plan.

The Executive Incentive Plan is administered by the Compensation Committee of the Board of Directors. The Committee selects those officers who are to participate in the plan and establishes objective financial performance goals, the outcome of which are substantially uncertain, and a related performance period (typically a fiscal year) to measure corporate, business unit or individual performance and to determine the extent, if any, to which bonuses for the performance period will be paid under the plan. These performance goals may consist of any one or more of earnings; cash flow; return on equity, assets, investment or capital; economic value added; shareholder returns; equity; indebtedness; revenues; sales; costs; or stock price.

For each performance goal, the Committee also establishes performance levels and related bonus opportunities for employees participating in the plan. Performance levels and bonus opportunities may vary with the individual officer's level of responsibility and other factors that the Committee considers to be appropriate. The Committee may also retain the authority to terminate an officer's bonus opportunity at any time during the related performance period and, at the end of the performance period, to reduce (but not to increase) the amount of any bonus that would otherwise become payable under the plan based upon the Committee's assessment of the officer's individual performance and other factors.

No bonuses are paid under the plan unless the minimum performance level pre-established by the Committee is attained for the related performance period. Bonus opportunities increase for performance above the minimum performance level to a maximum bonus that may not exceed the lesser of 150% of the officer's base salary for the performance period or \$75,000 multiplied by the number of months in the performance period. Bonuses are paid promptly following the Committee's certification of attainment of the related performance levels and its determination under any previously reserved authority to reduce bonus amounts.

The amount of bonuses that will be paid under the plan is not now determinable. However, for 1995, the Compensation Committee has established for the Chief Executive Officer and the President a maximum bonus opportunity under the Executive Incentive Plan of 95% of base salary at April 1, 1995. Performance goals and levels vary for other officers with maximum bonus opportunities ranging from 52.5% to 60% of such base salary.

DIVIDEND EQUIVALENTS

Last year, shareholders approved an Employee Stock Option Plan that permits the grant of options (together with dividend equivalents) to purchase shares of Pacific Enterprises Common Stock to officers and other employees of Pacific Enterprises and its subsidiaries. The maximum number of shares as to which options may be granted under the plan in any calendar year is limited (subject to adjustments to reflect recapitalizations, reorganizations and similar transactions) on an individual employee basis to 75,000 shares and on an aggregate basis to 1% of the shares of Pacific Enterprises Common Stock outstanding at the beginning of the year. There are currently approximately 120 employees whose positions and responsibilities result in their consideration for the grant of options under the plan.

The Employee Stock Option Plan is administered by the Compensation Committee of the Board of Directors. The option price of each share subject to an option and the term of the option and any related vesting schedule are determined by the Committee but the option price may not be less than 100% of the fair market value of the shares on the date the option is granted. Each option may be granted with or without dividend equivalents payable upon the exercise of the option and is subject to such additional terms and conditions as may be imposed by the Committee at the time the option is granted.

The Compensation Committee, upon granting an option under the Employee Stock Option Plan, may provide for the payment of dividend equivalents upon the exercise of the option. Dividend equivalents are amounts equal to the amount of dividends that would have been paid on shares as to which an option is exercised had the shares been outstanding from the date the option was granted. Dividend equivalents, if granted, are paid only upon exercise of the related stock option and the Committee, at the time of granting the option, may limit amounts payable as dividend equivalents (for example, by limiting the maximum or per share amount or the percentage of dividends as to which or the period during which dividend equivalents may accrue) and may impose individual or corporate performance conditions on their payment.

Stock options that are granted under the Employee Stock Option Plan without dividend equivalents qualify as performance-based compensation without the necessity for amendments to the plan or further shareholder approval. To qualify dividend equivalents, and stock options with which they are granted, as performance-based compensation, the Committee has adopted an administrative guide with respect to the payment of dividend equivalents which is more restrictive than otherwise required by the plan and is seeking shareholder approval of related performance goals.

The Compensation Committee selects from employees who are to be granted stock options those employees whose options are also to be granted with dividend equivalents. It also establishes objective financial performance goals, the outcome of which are substantially uncertain, and a related performance period to measure corporate, business unit or individual performance and to determine the extent, if any, to which dividend equivalents will be paid upon the exercise of the related stock options. This

performance period (typically three years) may be substantially shorter than the term of the related option (typically ten years) and the period during which dividend equivalents may accrue. The performance goals may consist of any one or more of earnings; cash flow; return on equity, assets, investment or capital; economic value added; shareholder returns; equity; indebtedness; revenues; sales; costs; or stock price.

For each performance goal, the Committee also establishes performance levels and related dividend equivalent opportunities for employees granted options with dividend equivalents. Performance levels and dividend equivalent opportunities may vary with the individual employee's level of responsibility and other factors that the Committee considers to be appropriate. The Committee may also retain the opportunity at the end of the performance period to reduce (but not to increase) the amounts that would otherwise become payable as dividend equivalents based upon the Committee's assessment of the participant's individual performance and other factors.

No dividend equivalents are paid unless the minimum performance level pre-established by the Committee is attained for the related performance period. Dividend equivalent opportunities increase for performance above the minimum performance level to a maximum equal to the full amount of dividends that would have been paid on the shares as to which the related option is exercised had the shares been outstanding from the date the option was granted until the date it is exercised. Amounts payable as dividend equivalents are paid only upon exercise of the related option and only in respect of shares as to which the option is exercised after the Committee's certification of attainment of the related performance goals and its determination under any previously reserved authority to reduce the amounts payable.

The amounts that will be paid under the Employee Stock Option Plan as dividend equivalents are not now determinable. However, for options granted thus far in 1995, the Compensation Committee has provided a maximum dividend equivalent opportunity equal to the full amount of dividends that would have been paid on the related stock options had the shares subject to the option been outstanding from the date the option was granted until the date it is exercised.

The Board of Directors and its Compensation Committee believe that approval of these performance goals is in the best interests of Pacific Enterprises and its shareholders. Accordingly, they recommend a vote for approval.

SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

The accompanying proxy or voting instruction is solicited on behalf of the Board of Directors of Pacific Enterprises. All shares represented by each properly executed proxy or voting instruction received in time for the Annual Meeting will be voted in accordance with the instructions specified thereon. If no instructions are specified, it will be voted, as to the shares for which it is authorized to be voted, in accordance with the recommendations of the Board of Directors.

A shareholder giving a proxy may revoke it at any time before it is voted by delivering to Pacific Enterprises a written notice of revocation, presenting to the Annual Meeting a valid proxy bearing a later date, or attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not by itself revoke a proxy.

Employee benefit plans of Pacific Enterprises and its subsidiaries held 12,365,684 shares of Pacific Enterprises Common Stock at March 21, 1995, representing 14.4% of the outstanding voting shares. Participants in these plans may direct the voting of shares allocated to their individual employee accounts by providing timely voting instructions to the plan trustees. Instructions must be received by the trustees, and may be revoked or changed only by new instructions received by the trustees, at least two days before the Annual Meeting.

Of the shares held by employee benefit plans 9,945,155 shares, representing 11.6% of the outstanding voting shares, are held by the Retirement Savings Plans of Pacific Enterprises and its subsidiaries. Substantially all of these shares have been allocated to individual employee accounts. To the extent consistent with its fiduciary duties, Bankers Trust Company of California, N.A., as trustee for the plans will vote unallocated shares and allocated shares for which voting instructions are not timely received in the same manner and proportion as allocated shares for which voting instructions are timely received.

The remaining shares held by employee benefit plans (2,420,529 shares, representing 2.8% of the outstanding voting shares) are held by Pacific Enterprises' employee stock ownership plan. None of these shares has been allocated to individual employee accounts and will be voted by the plan trustee, U.S. Trust Company of California, in accordance with instructions to be received from Pacific Enterprises' Benefits Committee, all of the members of which are officers or other employees of Pacific Enterprises and Southern California Gas Company. The Benefits Committee has adopted a general guideline contemplating that these shares will be voted in the same manner and proportion as shares held in the Retirement Savings Plans are voted but meets shortly prior to each Annual Meeting to determine whether the specific issues to be voted upon are appropriate for the application of that guideline.

The expenses of soliciting proxies and voting instructions will be paid by Pacific Enterprises and will include reimbursement of banks, brokerage firms, nominees, fiduciaries, and other custodians for expenses of forwarding solicitation materials to beneficial owners of voting shares. The solicitation is being made by mail and may also be made in person or by letter, telephone, telegraph or other means of

communication by directors, officers and management employees of Pacific Enterprises and its subsidiaries who will not be additionally compensated therefor. In addition, D. F. King & Co., Inc. has been retained by Pacific Enterprises to assist in the solicitation of proxies and will be paid a fee of \$11,000 plus reimbursement of expenses for these services.

INDEPENDENT AUDITORS

The Board of Directors, upon the recommendation of its Audit Committee, has selected Deloitte & Touche LLP to serve as Pacific Enterprises' independent auditors for 1995. Representatives of Deloitte & Touche LLP are expected to attend the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and to respond to appropriate questions from shareholders.

ANNUAL REPORTS

Pacific Enterprises' 1994 Annual Report to Shareholders was mailed to shareholders commencing March 9, 1995. Copies of Pacific Enterprises' Annual Report to the Securities and Exchange Commission on Form 10-K will be provided to shareholders, without charge, upon written request to the Secretary of Pacific Enterprises addressed to P.O. Box 60043, Los Angeles, California 90060-0043.

1996 ANNUAL MEETING

Shareholders intending to bring any business before an Annual Meeting of Shareholders of Pacific Enterprises, including nominations of persons for election as directors, must give written notice to the Secretary of Pacific Enterprises of the business to be presented. The notice must be received at Pacific Enterprises' offices within the periods and must be accompanied by the information and documents specified in Pacific Enterprises' bylaws, a copy of which may be obtained by writing to the Secretary of Pacific Enterprises. The period for notice of business to be brought by shareholders before the 1995 Annual Meeting of Shareholders has expired.

The 1996 Annual Meeting of Shareholders is expected to be held on May 2, 1996. The period for the receipt by Pacific Enterprises of notice of business to be brought by shareholders before the 1996 Annual Meeting will commence on January 5, 1996 and end on March 5, 1996.

Proposals of shareholders that are intended to be included in Pacific Enterprises' proxy materials for the 1996 Annual Meeting of Shareholders under the Shareholder Proposal Rule of the Securities and Exchange Commission must be received by the Secretary of Pacific Enterprises on or before November 23, 1995.

OTHER BUSINESS

The Board of Directors does not know of any other business that may be presented for consideration at the Annual Meeting other than a shareholder proposal that has been omitted from this Proxy Statement in accordance with the rules of the Securities and Exchange Commission. If this shareholder proposal or any other business should properly come before the meeting, the shares represented by the proxies and voting instructions solicited hereby may be discretionarily voted on such business in accordance with the judgment of the proxy holders.

By Order of the Board of Directors

THOMAS. C. SANGER, Secretary

March 23, 1995

IF YOU ARE PLANNING TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE BRING THE ADMISSION TICKET PRINTED ON THIS PAGE WITH YOU. IF YOU DO NOT HAVE AN ADMISSION TICKET, VERIFICATION OF SHARE OWNERSHIP WILL BE NECESSARY TO OBTAIN ADMISSION TO THE ANNUAL MEETING. SEE "NOTICE OF ANNUAL MEETING" FOR DETAILS.

[LOGO]

1995 ANNUAL MEETING ADMISSION TICKET

THE ANNUAL MEETING OF SHAREHOLDERS WILL BE HELD AT 9:30 A.M. ON MAY 4, 1995,
IN THE UNIVERSAL CITY HILTON & TOWERS, 555 UNIVERSAL TERRACE PARKWAY,
UNIVERSAL CITY, CALIFORNIA

ADMIT ONE SHAREHOLDER AND GUEST

(Doors open at 8:30 a.m. You may by-pass the registration area and present this ticket to the hosts at the inside doors.)

NOTE: Cameras, tape recorders, etc., will not be allowed in the meeting room.

[LOGO]

ANNUAL MEETING LOCATION

[MAP]
[LOGO]

ANNUAL MEETING OF
SHAREHOLDERS

UNIVERSAL CITY HILTON
& TOWERS
555 UNIVERSAL TERRACE PARKWAY
UNIVERSAL CITY, CALIFORNIA

MAY 4, 1995

NOTICE OF MEETING
AND
PROXY STATEMENT

[LOGO]

[Pacific Enterprises Logo]

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

1995

RICHARD D. FARMAN, THOMAS C. SANGER and WILLIS B. WOOD, JR., or any of them, with full power of substitution, are authorized to vote the stock of the undersigned at the Annual Meeting of Shareholders of Pacific Enterprises to be held on Thursday, May 4, 1995, at 9:30 A.M. or at any adjournment.

Nominees for election as directors: Hyla H. Berteau, Herbert L. Carter, Richard D. Farman, Wilford D. Godbold, Jr., Ignacio E. Lozano, Jr., Harold M. Messmer, Jr., Paul A. Miller, Richard J. Stegemeier, Diana L. Walker, Willis B. Wood, Jr.

THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED ON THE REVERSE AND, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR ITEMS 1, 2 AND 3.

(Continued and to be dated and signed on the reverse side)

/X/ PLEASE MARK
YOUR VOTES
AS THIS
SAMPLE

\$4.36 Pfd. \$4.40 Pfd. \$4.50 Pfd. \$4.75 Pfd \$7.64 Pfd.

PACIFIC ENTERPRISES' BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR ALL OF THE FOLLOWING:

	FOR	WITHHELD		FOR	AGAINST	ABSTAIN
1. Election of Directors	//	//	2. Approval of Dividend Equivalent Performance Goals	//	//	//
For, except vote withheld from the following nominee(s): _____			3. Approval of Executive Incentive Plan Performance Goals	//	//	//

Mark here if you desire confidential //
voting in accordance with the policy
described in the accompanying proxy
statement.

Mark here if you expect to attend //
the Annual Meeting in person.

Date: _____, 1995

Please sign exactly as name appears hereon.

[Pacific Enterprises Logo]

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

1995

RICHARD D. FARMAN, THOMAS C. SANGER and WILLIS B. WOOD, JR., or any of them, with full power of substitution, are authorized to vote the stock of the undersigned at the Annual Meeting of Shareholders of Pacific Enterprises to be held on Thursday, May 4, 1995, at 9:30 A.M. or at any adjournment.

Nominees for election as directors: Hyla H. Berteau, Herbert L. Carter, Richard D. Farman, Wilford D. Godbold, Jr., Ignacio E. Lozano, Jr., Harold M. Messmer, Jr., Paul A. Miller, Richard J. Stegemeier, Diana L. Walker, Willis B. Wood, Jr.

THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED ON THE REVERSE AND, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR ITEMS 1, 2 AND 3.

(Continued and to be dated and signed on the reverse side)

/X/ PLEASE MARK
YOUR VOTES
AS THIS
SAMPLE

PACIFIC ENTERPRISES' BOARD OF DIRECTORS RECOMMENDS A VOTE
FOR ALL OF THE FOLLOWING:

- | | | | | | | |
|--|------------|-----------------|--|------------|----------------|----------------|
| 1. Election of
Directors | FOR
/ / | WITHHELD
/ / | 2. Approval of
Dividend
Equivalent
Performance Goals | FOR
/ / | AGAINST
/ / | ABSTAIN
/ / |
| For, except vote withheld
from the following nominee(s):
_____ | | | 3. Approval of
Executive
Incentive Plan
Performance Goals | FOR
/ / | AGAINST
/ / | ABSTAIN
/ / |

Mark here if you desire confidential / /
voting in accordance with the policy
described in the accompanying proxy
statement.

Mark here if you expect to attend / /
the Annual Meeting in person.

Date: _____, 1995

Please sign exactly as name appears hereon.

CONFIDENTIAL VOTING INSTRUCTIONS

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF PACIFIC ENTERPRISES

Bankers Trust Company of California, N.A., Trustee for the Retirement Savings Plans of Pacific Enterprises and its subsidiaries, is authorized and instructed to vote or appoint a proxy or proxies to vote all shares of stock of Pacific Enterprises credited to my account in such Plans at the Annual Meeting of Shareholders of Pacific Enterprises to be held on Thursday, May 4, 1995, at 9:30 A.M. or at any adjournment.

Nominees for election as directors: Hyla H. Berteau, Herbert L. Carter, Richard D. Farman, Wilford D. Godbold, Jr., Ignacio E. Lozano, Jr., Harold M. Messmer, Jr., Paul A. Miller, Richard J. Stegemeier, Diana L. Walker, Willis B. Wood, Jr.

The Retirement Savings Plans of Pacific Enterprises and its subsidiaries make provisions for you to give confidential instructions as to how you wish shares held by you in the Plans to be voted at the Annual Meeting of Shareholders of Pacific Enterprises. To the extent consistent with its fiduciary duties, the Trustee will vote shares held in the Plans for which instructions are not timely received and shares not allocated to individual accounts in the same manner and ratio as shares for which voting instructions are timely received from participants in the Plans. Revocation or change of vote can be made only by new instructions received at least two days before the meeting.

THIS INSTRUCTION WILL BE VOTED IN THE MANNER DIRECTED ON THE REVERSE AND, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR ITEMS 1, 2 AND 3.

(Continued and to be dated and signed on reverse side)

/X/ Please mark
your votes as
this sample

THE PACIFIC ENTERPRISES BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL OF THE
FOLLOWING:

	FOR	WITHHELD		FOR	AGAINST	ABSTAIN
1. Election of Directors.	//	//	2. Approval of Dividend Equivalent Performance Goals	//	//	//
For, except vote withheld from the following nominee(s):			3. Approval of Executive Incentive Plan Performance Goals	//	//	//

Voting instructions must be received by trustee, and may be revoked or changed only by new instructions received by the trustees, at least two days before the annual meeting.

SHARES

Date: _____, 1995

Please sign exactly as name appears hereon.