

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1993

or
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Transition period from _____ to _____

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	IRS Employer Identification No.
1-5532	PORTLAND GENERAL CORPORATION (an Oregon Corporation) 121 SW Salmon Street Portland, Oregon 97204 (503) 464-8820	93-0909442
1-5532-99	PORTLAND GENERAL ELECTRIC COMPANY (an Oregon Corporation) 121 SW Salmon Street Portland, Oregon 97204 (503) 464-8000	93-0256820

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Portland General Corporation Common Stock, par value \$3.75 per share	New York Stock Exchange Pacific Stock Exchange
Portland General Electric Company First Mortgage Bonds, 9-1/2% Series Due April 1, 2006	New York Stock Exchange
First Mortgage Bonds, 8-3/4% Series Due June 1, 2007	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

Portland General Corporation, None

Portland General Electric Company,
Cumulative Preferred Stock, par value \$100 per share

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No.

The aggregate market value of Portland General Corporation voting stock held by

non-affiliates of the registrant as of January 31, 1994 is \$942,776,125.

The number of shares outstanding of the registrants' common stocks as of January 31, 1994 are:

Portland General Corporation	47,735,500
Portland General Electric Company (owned by Portland General Corporation)	40,458,877

Document Incorporated by Reference

The information required to be included in Part III hereof is incorporated by reference from Portland General Corporation's definitive proxy statement to be filed on or about March 29, 1994.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

PORTLAND GENERAL CORPORATION
(Registrant)

Date June 8, 1994

By /s/ Joseph M. Hirko
Joseph M. Hirko,
Vice President Finance,
Chief Financial Officer,
Chief Accounting Officer
and Treasurer

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
(3)	* Restated Articles of Incorporation of Portland General Corporation [Pre-effective Amendment No. 1 to Form S-4, Registration No. 33-1987, dated December 31, 1985, Exhibit (B)].	X	
	* Certificate of Amendment, dated July 2, 1987, to the Articles of Incorporation limiting the personal liability of directors of Portland General Corporation [Form 10-K for the fiscal year ended December 31, 1987, Exhibit (3)].	X	
	* Copy of Articles of Incorporation of Portland General Electric Company [Registration No. 2-85001, Exhibit (4)].		X
	* Certificate of Amendment, dated July 2, 1987, to the Articles of Incorporation limiting the personal liability of directors of Portland General Electric Company [Form 10-K for the fiscal year ended December 31, 1987, Exhibit (3)].		X
	* Form of Articles of Amendment of the New Preferred Stock of Portland General Electric Company [Registration No. 33-21257, Exhibit (4)].		X
	* Bylaws of Portland General Corporation as amended on February 5, 1991 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	
	* Bylaws of Portland General Electric Company as amended on October 1, 1991 [Form 10-K for the fiscal year ended December 31, 1991, Exhibit (3)].		X
(4)	* Portland General Electric Company Indenture of Mortgage and Deed of Trust dated July 1, 1945; Ninth Supplemental Indenture dated June 1, 1960; Tenth Supplemental Indenture dated November 1, 1961; Eleventh Supplemental Indenture dated February 1, 1963; Twelfth Supplemental Indenture dated June 1, 1963; Thirteenth Supplemental Indenture dated April 1, 1964; Fourteenth Supplemental Indenture dated March 1, 1965 (Form 8, Amendment No. 1, dated June 14, 1965).	X	X
	* Fifteenth Supplemental Indenture, dated June 1, 1966; Sixteenth Supplemental Indenture, dated October 1, 1967; Eighteenth Supplemental Indenture, dated November 1, 1970; Nineteenth Supplemental Indenture, dated November 1, 1971; Twentieth Supplemental Indenture, dated November 1, 1972; Twenty-First Supplemental Indenture, dated April 1, 1973; Twenty-Second Supplemental Indenture, dated October 1, 1973; Twenty-Seventh Supplemental Indenture, dated April 1, 1976;		

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
	Twenty-Ninth Supplemental Indenture, dated June 1, 1977 (Registration No. 2-61199, Exhibit 2.d-1).	X	X
*	Thirtieth Supplemental Indenture, dated October 1, 1978; Thirty-First Supplemental Indenture, dated November 1, 1978 (Registration No. 2-63516, Exhibit 2.d-3).	X	X
*	Thirty-Eighth Supplemental Indenture dated June 1, 1985 [Form 10-Q for the quarter ended June 30, 1985, Exhibit (4)].	X	X
*	Thirty-Ninth Supplemental Indenture, dated March 1, 1986 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (4)].	X	X
*	Fortieth Supplemental Indenture, dated October 1, 1990 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (4)].	X	X
*	Forty-First Supplemental Indenture dated December 31, 1991 [Form 10-K for the fiscal year ended December 31, 1991, Exhibit (4)].	X	X
*	Forty-Second Supplemental Indenture dated April 1, 1993 [Form 10-Q for the quarter ended March 31, 1993, Exhibit (4)].	X	X
*	Forty-Third Supplemental Indenture dated July 1, 1993 [Form 10-Q for the quarter ended September 30, 1993, Exhibit (4)].	X	X
	Other instruments which define the rights of holders of long-term debt not required to be filed herein will be furnished upon written request.		
(10) *	Residential Purchase and Sale Agreement with the Bonneville Power Administration [Form 10-K for the fiscal year ended December 31, 1981, Exhibit (10)].	X	X
*	Power Sales Contract and Amendatory Agreement Nos. 1 and 2 with Bonneville Power Administration [Form 10-K for the fiscal year ended December 31, 1982, Exhibit (10)].	X	X
	The following exhibits were filed in conjunction with the 1985 Boardman/Intertie Sale:		
*	Long-term Power Sale Agreement, dated November 5, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
*	Long-term Transmission Service Agreement, dated November 5, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Participation Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Lease Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	PGE-Lessee Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Asset Sales Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Bargain and Sale Deed, Bill of Sale and Grant of Easements and Licenses, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Supplemental Bill of Sale, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Trust Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Tax Indemnification Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Trust Indenture, Mortgage and Security Agreement, dated December 30, 1985 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Restated and Amended Trust Indenture, Mortgage and Security Agreement, dated February 27, 1986 [Form 10-K for the fiscal year ended December 31, 1985, Exhibit (10)].	X	X
*	Portland General Corporation Outside Directors' Deferred Compensation Plan, 1990 Restatement dated November 1, 1990 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	X

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
*	Portland General Corporation Retirement Plan for Outside Directors, 1990 Restatement dated July 10, 1990 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	X
*	Portland General Electric Company Outside Directors' Life Insurance Benefit Plan 1988 Restatement [Form 10-K for the fiscal year ended December 31, 1988, Exhibit (10)].	X	X
*	Portland General Electric Company Outside Directors Life Insurance Benefit Plan, Amendment No. 1 dated October 3, 1989 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	X
*	Portland General Corporation Outside Directors Life Insurance Benefit Plan, Amendment No. 2 dated December 3, 1989 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	X
*	Portland General Corporation Outside Directors' Stock Compensation Plan, Amended and Restated December 6, 1989 [Form 10-K for the fiscal year ended December 31, 1991, Exhibit (10)].	X	X
*	Special Board Assignment for Robert W. Roth, dated May 1, 1992. [Form 10-K for the fiscal year ended December 31, 1992, Exhibit (10)]	X	X
(24)	Portland General Corporation Consent of Independent Public Accountants (filed herewith).	X	
	Portland General Electric Company Consent of Independent Public Accountants (filed herewith).		X
(25)	Portland General Corporation Power of Attorney (filed herewith).	X	
	Portland General Electric Company Power of Attorney (filed herewith).		X
(28)	Form 11-K relating to Employee Stock Purchase Plan of Portland General Corporation (filed herewith).	X	
(99)	Form 11-K relating to Retirement Savings Plan of Portland General Corporation (filed herewith).	X	
(10) *	Portland General Corporation Management Deferred Compensation Plan, 1990 Restatement dated November 1, 1990 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	X

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
Executive Compensation Plans and Arrangements			
*	Portland General Corporation Management Deferred Compensation Plan, Amendment No. 1 dated December 16, 1991 [Form 10-K for the fiscal year ended December 31, 1991, Exhibit (10)].	X	X
*	Portland General Electric Company Senior Officers' Life Insurance Benefit Plan 1988 Restatement [Form 10-K for the fiscal year ended December 31, 1988, Exhibit (10)].	X	X
*	Portland General Electric Company Senior Officers' Life Insurance Benefit Plan, Amendment No. 1 dated October 3, 1989 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	X
*	Portland General Corporation Senior Officers Life Insurance Benefit Plan, Amendment No. 2 dated December 3, 1989 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	X
*	Portland General Corporation Annual Incentive Master Plan [Form 10-K for the fiscal year ended December 31, 1987, Exhibit (10)].	X	
*	Portland General Corporation Annual Incentive Master Plan, Amendments No. 1 and No. 2 dated March 5, 1990 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	
*	Portland General Electric Company Annual Incentive Master Plan [Form 10-K for the fiscal year ended December 31, 1987, Exhibit (10)].		X
*	Portland General Electric Company Annual Incentive Master Plan, Amendments No. 1 and No. 2 dated March 5, 1990 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].		X
*	Portland General Corporation 1990 Long-term Incentive Master Plan [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	X
*	Portland General Corporation Supplemental Executive Retirement Plan, 1990 Restatement dated July 10, 1990 [Form 10-K for the fiscal year ended December 31, 1990, Exhibit (10)].	X	X

PORTLAND GENERAL CORPORATION AND SUBSIDIARIES

EXHIBIT INDEX

Number	Exhibit	PGC	PGE
(10) *	Portland General Corporation Supplemental Executive Retirement Plan, Amendment No. 1 dated January 1, 1991, [Form 10-K for the fiscal year ended December 31, 1991, Exhibit (10)].	X	X
*	Change in Control Severance Agreement, dated October 11, 1989 [Form 10-K for the fiscal year ended December 31, 1989, Exhibit (10)].	X	X
*	Employment Contract for James E. Cross, dated April 17, 1990. [Form 10-K for the fiscal year ended December 31, 1992, Exhibit (10)].		X
*	Salary Continuation Agreement for James E. Cross, dated December 21, 1992. [Form 10-K for the fiscal year ended December 31, 1992, Exhibit (10)].		X
*	Enhanced Benefit Under Supplemental Executive Retirement Plan for James E. Cross, dated August 4, 1992. [Form 10-K for the fiscal year ended December 31, 1992, Exhibit (10)].	X	
	Portland General Corporation Amended and Restated 1990 Long-Term Incentive Master Plan, amended July 1993 (filed herewith).	X	
	Portland General Corporation 1990 Long-Term Incentive Master Plan, Amendment No. 1 dated February 8, 1994 (filed herewith).	X	

* Incorporated by reference as indicated.

Exhibit (99)

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the fiscal year ended December 31, 1993

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period _____ to _____
Commission file number _____

RETIREMENT SAVINGS PLAN
(Title of the Plan)

PORTLAND GENERAL CORPORATION

(Name of the Issuer of the Securities and Employer Sponsoring the Plan)

121 S.W. Salmon Street
Portland, OR 97204

(Address of its Principal Executive Office)

