

PUBLIC SERVICE ENTERPRISE GROUP INC
Form 8-K
September 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 14, 2012

**PUBLIC SERVICE ENTERPRISE GROUP
INCORPORATED**

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction)

001-09120
(Commission)

22-2625848
(I.R.S. Employer)

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of incorporation)

File Number)

Identification No.)

80 Park Plaza, P.O. Box 1171

Newark, New Jersey 07101-1171

(Address of principal executive offices) (Zip Code)

973-430-7000

(Registrant's telephone number, including area code)

<http://www.pseg.com>

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Conrad K. Harper, a director of Public Service Enterprise Group Incorporated (PSEG), has requested permission from the Board of Directors to retire effective December 31, 2012. Mr. Harper will attain age 72 in December 2012 and under our retirement policy, directors who have never been employees of the PSEG group of companies may not serve as directors beyond the annual meeting of stockholders following their 72nd birthday. If, however, the Corporate Governance Committee and the Board determine that there is good cause to extend a director's board service, a director may be re-nominated following the age of 72 but in no event beyond the age of 75. In accordance with the by-laws of PSEG, the number of directors will be reduced by one effective upon Mr. Harper's retirement. Mr. Harper's retirement is not the result of any disagreement with PSEG on any matter relating to PSEG's operations, policies or practices.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED
(Registrant)

By: /s/ Derek M. DiRisio
Derek M. DiRisio
Vice President and Controller
(Principal Accounting Officer)

Date: September 14, 2012