

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

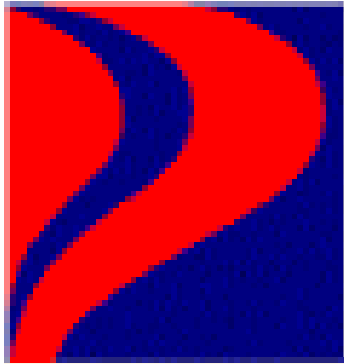
CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Feb 23, 2015
2. SEC Identification Number
31171
3. BIR Tax Identification No.
000-168-801
4. Exact name of issuer as specified in its charter
PETRON CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
San Miguel Head Office Complex, 40 San Miguel Avenue, Mandaluyong City
Postal Code
1550
8. Issuer's telephone number, including area code
(63 2) 886-3888, 884-9200
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON (PCOR)	9,375,104,497
PREFERRED (PPREF)	100,000,000
PREFERRED SERIES 2A (PRF2A)	7,122,320
PREFERRED SERIES 2B (PRF2B)	2,877,680

11. Indicate the item numbers reported herein
Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



PETRON

**Petron Corporation
PCOR**

PSE Disclosure Form 4-30 - Material Information/Transactions
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Notice of Redemption of the preferred shares issued by the Company in 2010

Background/Description of the Disclosure

Notice of Redemption of the preferred shares issued by the Company in 2010

Other Relevant Information

Please see attached letter dated February 23, 2015

Filed on behalf by:

Name	Jhoanna Jasmine Javier-Elacio
Designation	Legal Manager and Assistant Corporate Secretary



February 23, 2015

PHILIPPINE STOCK EXCHANGE, INC.
Disclosure Department
3rd Floor, Philippine Stock Exchange Center
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Gentlemen:

Further to our disclosure dated January 30, 2015, we transmit herewith the attached Notice of Redemption of the preferred shares issued by Petron Corporation in 2010 (the "PPREF Shares"), including attachments thereto, setting forth the guidelines for the payment of the proceeds of the redemption, which will be sent to the PPREF stockholders of record as of February 18, 2015.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joel", written over a light blue horizontal line.

JOEL ANGELO C. CRUZ
VP - General Counsel &
Corporate Secretary



Notice of Redemption of Preferred Shares ("PPREF")

Dear Shareholder:

Notice is hereby given that Petron Corporation (the "Company") will redeem the preferred shares it issued in 2010 (the "Petron Shares") at a redemption price of P100 per share in accordance with the terms and conditions of the issuance of the Petron Shares. The redemption of the Petron Shares was approved by the Board of Directors of the Company on November 7, 2014.

Redemption shall take effect on March 5, 2015. The redemption proceeds of the Petron Shares (the "Redemption Amount") shall be paid in check on March 5, 2015 to the stockholders of record as of February 18, 2015, subject to the procedure on the payment of the Redemption Amount for Scripless Shares (as defined below).

The check issued for the Redemption Amount shall be available for release at the office of SMC Stock Transfer Service Corporation ("SMC STSC") commencing on March 5, 2015 during office hours from 9:00 AM to 6:00 PM at:

SMC Stock Transfer Service Corporation
2nd Floor, SMC Head Office Complex
40 San Miguel Avenue, Mandaluyong City

SMC STSC shall release the check to the stockholder upon the submission and verification of the following documents:

A. For Individual Shareholders:

- (1) original stock certificate/s, duly endorsed;
- (2) photocopies of two (2) valid identification cards containing the specimen signature of the shareholder;
- (3) If the shareholder shall designate an attorney-in-fact to endorse his/her stock certificate(s), a duly notarized Special Power of Attorney in the form attached as Annex A and photocopies of the attorney-in-fact's two (2) valid identification cards containing his/her specimen signature;
- (4) If the shareholder shall designate a representative to receive the check, an authorization letter originally signed by the shareholder appointing his/her representative to receive the check on his/her behalf and photocopies of the representative's

- two (2) valid identification cards containing his/her specimen signature; and
- (5) proof of receipt of the Redemption Amount and quitclaim to be provided by SMC STSC, signed by the stockholder (or his/her attorney-in-fact or representative).

B. For Corporate Shareholders:

- (1) original stock certificate/s, duly endorsed by the company's authorized signatories;
- (2) secretary's certificate enumerating the authorized signatories of the company with their specimen signatures;
- (3) two (2) valid identification cards containing the specimen signature of the authorized signatories and the corporate secretary of the company;
- (4) a copy of the latest articles of incorporation, by-laws and General Information Statement of the company, certified to be true by the company secretary; and
- (5) proof of receipt of the Redemption Amount and quitclaim to be provided by SMC STSC, signed by the authorized signatories.

Lost Certificates

In case of a lost stock certificate, the shareholder will have to submit a duly notarized affidavit of loss in the prescribed form hereto attached as Annex B (the "Affidavit of Loss") and the publication of a notice of loss in a newspaper of general circulation once a week for three (3) consecutive weeks should be completed. SMC STSC shall release the check for the Redemption Amount to the shareholder upon the submission of the Affidavit of Loss, the payment of a publication fee of P1,000 and a transfer fee of P134.50 per stock certificate, the completion of the publication of the notice of loss as above-described, the submission of the duly endorsed replacement stock certificate/s, and the compliance with other legal requirements.

Deceased Shareholder

The Petron Shares form part of the estate of a deceased shareholder and are subject to settlement in accordance with applicable Philippine law and rules. The heir/s shall submit to SMC STSC the requirements for the transfer of shares from a deceased shareholder to his/her heirs set out in the attached Annex C and an executed affidavit of quitclaim in the prescribed form attached hereto as Annex D. SMC STSC shall release the check for the Redemption Amount to the heir/s upon the completion of the afore-mentioned requirements, the payment of a transfer fee of P134.50 per stock certificate, the submission of duly endorsed stock certificate/s in the name of the heir/s, and the compliance with other legal requirements.

Scripless Shares

The Redemption Amount for all Petron Shares held in stockbroker or custodian bank accounts with the Philippine Depository and Trust Corporation (“PDTC”) (the “Scripless Shares”) is payable by the Company to the PDTC, the stockholder of record of the Company. The Redemption Amount will be remitted by the Company to the PDTC through Real Time Gross Settlement on March 5, 2015 and will be credited on the same date by PDTC, in turn, to the bank accounts of its participant-stockbrokers and custodian banks. PDTC should inform its participants-stockbrokers and custodian banks to coordinate with the beneficial owners of the Petron Shares on the release of the respective interests of the latter in the Redemption Amount paid by the Company to PDTC.

Should you have inquiries regarding the redemption of the Petron Shares and the release of the redemption proceeds, you may contact the following:

SMC Stock Transfer Service Corporation
Tel. No.: (632) 632-3450 to 52
Fax No.: (632) 632-3535
E-mail: smc_stsc@smg.sanmiguel.com.ph
Contact persons: Ms. Joy Dimaya
Ms. Kristiann Bonus

Very truly yours,


Joel Angelo C. Cruz
Corporate Secretary 

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

SPECIAL POWER OF ATTORNEY

I, _____, of legal age, single/married, with residence at _____, hereby name, constitute and appoint _____, of legal age, single/married, with residence at _____, to be my true and lawful attorney, in my name, place and stead, to do any of the following acts:

- (a) To submit for redemption _____ (_____) preferred shares issued by Petron Corporation in 2010 (the "Petron Shares" and "Petron", respectively) at the redemption price of P100 per share;
- (b) To do any and all acts necessary to implement the foregoing, including to endorse the stock certificates covering the Petron Shares and to sign any document necessary to implement the foregoing, such as, but not limited to, the proof of receipt of the redemption price and quitclaim; and
- (c) To receive the check for the redemption price of the Petron Shares.

HEREBY CONFIRMING AND RATIFYING everything which the attorney or his/her duly authorized substitutes shall do to or purport to do under this Special Power of Attorney and agreeing to hold Petron and any of its directors, officers, advisers, employees and agents free and harmless from any and all claims, damages or losses arising from or relating to its/their reliance on the authority given by this Special Power of Attorney.

This Special Power of Attorney is given in consideration of the attorney effecting the redemption of the Petron Shares.

This Special Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

Designated Attorney-in-Fact

Signature

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ 2015 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Special Power of Attorney and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.

REPUBLIC OF THE PHILIPPINES)
 CITY OF _____) S.S.

AFFIDAVIT OF LOSS

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say:

1. I am a stockholder of Petron Corporation (“Petron”) owning _____ (_____) preferred shares issued by Petron in 2010 (the “Petron Shares”) represented by the following certificates of stock:

CERTIFICATE NO.	NO. OF SHARES	DATE ISSUED
TOTAL	_____ _____	

2. The above-mentioned certificate/s were discovered to be missing and, despite diligent efforts having been exerted, the same could not be located;

3. The shares covered by the above-mentioned certificate/s of stock have not been sold, pledged, mortgaged or in any way encumbered by me and they are free from any lien or encumbrance;

4. This affidavit is being executed for the purpose of securing from Petron new certificate/s in replacement of the certificates of stock mentioned above;

5. I acknowledge that I have to surrender and endorse the replacement stock certificates to be able to claim the redemption price of the Petron Shares;

6. Upon my receipt of the check covering the redemption price of the Petron Shares, I hereby release and forever discharge Petron and SMC Stock Transfer Service Corporation and their respective directors, officers, employees and agents from any and all claims, obligations and liabilities in connection with or arising from my Petron Shares. This release and discharge shall be binding upon all my heirs, assigns and successors-in-interest; and

7. I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ 2015 at _____.

Stockholder

With my marital consent (if married):

Name of Spouse

Signed in the presence of:

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in _____, personally appeared _____, with competent Identification No. _____ issued on _____ at _____, known to me to be the same person who executed the foregoing Affidavit of Loss and he/she acknowledged to me that the same is his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.

**PROCEDURE FOR THE TRANSFER OF PETRON CORPORATION (PETRON)
SHARES OF STOCK FROM A DECEASED STOCKHOLDER TO HIS/HER HEIR(S)**

The transfer of a deceased stockholder's shares and the issuance of new stock certificate/s to his/her heir/s may be done judicially (through court proceedings) or extra-judicially (out-of-court settlement).

- A. If the estate of the deceased stockholder is settled judicially, whether testate (with a will) or intestate (without a will), the heirs will have to submit to SMC Stock Transfer Service Corporation ("SMC STSC") the following for review and verification:
1. the original certificates of the deceased stockholder's shares of stock;
 2. when there is a will, a certified copy of the will and the final court order probating the same, together with a certified copy of the project of partition and the final court order approving the same; and
 3. when there is no will, a certified copy of the project of partition and the final court order approving the same.
- B. If the estate is settled extra-judicially, the heirs will have to submit to SMC STSC the following for review and verification:
1. the original certificate/s of the deceased stockholder's shares of stock;
 2. a copy of the certificate of death;
 3. a copy of the birth certificate showing the deceased stockholder as parent, if the heir is a descendant; if the heir is the surviving spouse, a copy of the marriage contract between the deceased stockholder and his/her spouse; or if the heir is a brother or sister, a copy of the birth certificate of the deceased stockholder and the heir showing a common ancestor;
 4. an originally signed or certified copy of the Deed of Extra-Judicial Settlement or Affidavit of Self-Adjudication, as the case may be, duly annotated by the relevant Register of Deeds;

5. affidavit of publication by the publisher of the newspaper in which the notice of settlement has been published once a week for three (3) consecutive weeks;
6. certification from the Commissioner of Internal Revenue attesting to the payment or exemption from payment of the estate tax, as required by the National Internal Revenue Code; and
7. duly accomplished specimen signature cards, together with photocopies of two (2) identification documents of each of the heirs.

The new stock certificate/s issued in the name of the heir/s shall be released after a period of two (2) years after the death of the decedent shareholder. Should the heir/s wish that the certificate/s be released within such two (2)-year period, they will need to submit a two (2)-year bond in favor of the Corporation issued by a bonding company accredited by the Company in an amount equivalent to the total estimated market value of the decedent's shares and the expected dividends thereon for the two (2)-year period, as determined by the Company.

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

AFFIDAVIT OF QUITCLAIM

I, _____, of legal age, single/married, with residence at _____, after having been duly sworn in accordance with law, do hereby depose and say:

1. I am the Court Appointed Administrator/Administratrix/Executor/Executrix of the estate of the deceased _____;

2. The deceased _____ is a stockholder of Petron Corporation (“Petron”) owning _____ (_____) preferred shares issued by Petron in 2010 (the “Petron Shares”);

3. I hereby surrender the stock certificates of the decedent covering the Preferred Shares to comply with applicable requirements of the law and Petron and claim the redemption price therefor;

4. Upon my receipt of the check covering the redemption price of the Petron Shares, I hereby release and forever discharge Petron and SMC Stock Transfer Service Corporation, and their respective directors, officers, employees and agents from any and all claims, obligations and liabilities in connection with or arising from the decedent’s Petron Shares. This release and discharge shall be binding upon all the heirs, assigns and successors-in-interest of the decedent; and

5. I am executing this instrument freely and voluntarily without any moral or physical threat, coercion or promise of reward in any form.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____ 2015 at _____.

Administrator/Administratrix/Executor
/Executrix

Signed in the presence of:

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in _____,
personally appeared _____, with competent
Identification No. _____ issued on _____ at
_____, known to me to be the same person who executed the
foregoing Affidavit of Quitclaim and he/she acknowledged to me that the same is
his/her free act and deed.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.