

COVER SHEET

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S.E.C Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address: No. Street City / Town / Province)

ATTY. ANTHONY V. ROSETE

Contact Person

1622-3186

Company Telephone Number

1	2	-	3	1
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Month Day Fiscal Year

	1	7	-	C	
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FORM TYPE

0	5	2	9
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Month Day
Annual Meeting

Secondary License Type, if Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMPS

STAMPS

Remarks = pls. use black ink for scanning purposes

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:** *January 24, 2012*
2. **SEC Identification Number:** *PW-102*
3. **BIR Tax Identification Code:** *000-101-528-000*
4. **Name of Issuer as specified in its Charter:** *Manila Electric Company*
5. **Country of Incorporation:** *Philippines*
6. **Industry Classification:** *(SEC use only)*
7. **Address of principal office:** *Lopez Building, Ortigas Avenue, Pasig City*
8. **Issuer's telephone numbers:** *16220 local 3186 Area Code: 0300*
9. **Former name or former address:** *Not Applicable*
10. **Securities registered pursuant to Sections 18 and 12 of the SRC or Sections 4 and 8 of the RSA:**

***Number of Shares of
Common Stock Outstanding***

1,127,125,094
(As of December 31, 2011)

Amount of Debt Outstanding: *P28.514 Billion as of September 30, 2011*

11. Item Number reported: Item 9 (Other Events)

Please see attached copy of the Company's Certification on the Compliance with the Manual of Corporate Governance, signed by its Corporate Secretary & Compliance Officer, Atty. Simeon Ken R. Ferrer and countersigned by its President and CEO, Mr. Manuel V. Pangilinan.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANILA ELECTRIC COMPANY
Issuer


ANTHONY V. ROSETE
Vice President, Asst. Corporate Secretary &
Information Disclosure Officer

Date: January 24, 2012

cc: *Disclosure Department*
Listings and Disclosure Group
Philippine Stock Exchange (PSE)

SECURITIES AND EXCHANGE COMMISSION**CERTIFICATE**

I, **SIMEON KEN R. FERRER**, of legal age and with office address at **8/F Lopez Bldg., Ortigas Avenue, Pasig City**, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of **MANILA ELECTRIC COMPANY** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at **Lopez Bldg., Ortigas Avenue, Pasig City**;

2. In **2011**, the Company substantially adopted all provisions of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 2, Series of 2002, as amended by SEC Memorandum Circular No. 6, Series of 2009.

3. (*If applicable*) During the same year, the Company deviated from the following provisions of the said Manual for the reasons stated below:

Provisions of the Manual	Explanation
<u><i>Not applicable</i></u>	

4. I am issuing this certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this 24 day of January 2012 at Pasig City, Metro Manila.

[Signature]
SIMEON KEN R. FERRER
Compliance Officer

Countersigned by:

[Signature]
MANUEL V. PANGILINAN
President & CEO

SUBSCRIBED AND SWORN TO before me this 24 day of January 2012 at Pasig City, affiant exhibiting to me his Taxpayer Identification Number 116-283-788 issued by the Bureau of Internal Revenue as his competent evidence of identity.

WITNESS my hand and notarial seal on the date and place above written.

Doc. No. 310 ;
Page No. 63 ;
Book No. IV ;
Series of 2012

ATTY. ROMEL M. GOROSPE
NOTARY PUBLIC
FOR AND IN PASIG, PATEROS, TAGUIG & SAN JUAN
COMMISSIONED ISSUED ON MAY 23, 2011
AT PASIG UNTIL DECEMBER 31, 2012
ROLL NO. 40701 / PTR NO. 844720 / 01/06/11 RSM CHAPTER
PTR NO. 6649571 / 01/12/11 PASIG CITY
8TH FLOOR LOPEZ BLDG. ORTIGAS AVENUE, PASIG CITY