



January 28, 2013

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:

In compliance with the Securities and Exchange Commission (“SEC”) Memorandum Circular No. 6, Series of 2009, please find attached a copy of Petron Corporation’s Certificate of Compliance with the Manual on Corporate Governance, which we filed with the SEC today.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joel", written in a cursive style.

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



101282013001580



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

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Company Type Stock Corporation

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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. January 28, 2013
Date of Report (Date of earliest event reported)
2. SEC Identification Number 31171 3. BIR Tax Identification No. 000-168-801
4. PETRON CORPORATION
Exact name of issuer as specified in its charter
5. Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. SMC Head Office Complex, #40 San Miguel Avenue, Mandaluyong City 1550
Address of principal office Postal Code
8. (0632) 886-3888; 884-9200
Issuer's telephone number, including area code
9. (None)
Former name or former address, if changed since last report
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 (As of September 30, 2012)
Common Stock	9,375,104,497 Shares
Preferred Stock	100,000,000 Shares
Total Liabilities	P 180,249 Million

-
11. Indicate the item numbers reported herein: Item No. 9
-

Item 9 - Other Events

Please see attached Certification on the compliance by Petron Corporation with its Manual on Corporate Governance for year 2012.

SIGNATURES

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.

PETRON CORPORATION
Issuer

January 28, 2013
Date


JOEL ANGELO C. CRUZ
AVP - General Counsel
Corporate Secretary

* Print name and title of the signing officer under the signature.



CERTIFICATION

I, **JOEL ANGELO C. CRUZ**, of legal age, Filipino, with office address at the SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Assistant Vice President - General Counsel and Corporate Secretary of **PETRON CORPORATION** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with principal office at the SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City.

2. In 2012, the Corporation substantially adopted all the provisions of the Manual on Corporate Governance as prescribed by SEC Memorandum Circular No. 6, Series of 2009 (the "Manual"); and

3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting of the Company's compliance with the Manual.

IN WITNESS WHEREOF, we have signed this Certificate this JAN 28 2013 day of January 2013.


JOEL ANGELO C. CRUZ
Compliance Officer

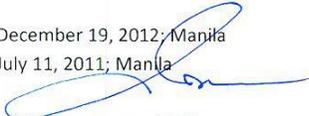
Countersigned by:


RAMON S. ANG
Chairman and Chief Executive Officer

SUBSCRIBED AND SWORN to before me this JAN 28 2013 day of January 2013, affiants exhibiting to me their Passport Numbers, as follows:

	<u>Passport No.</u>	<u>Date/Place Issued</u>
Joel Angelo C. Cruz	EB6976457	December 19, 2012; Manila
Ramon S. Ang	XX0748364	July 11, 2011; Manila

Doc. No. 179 ;
Page No. 37 ;
Book No. 1 ;
Series of 2013.


DON-VIC P. QUEZON
Notary Public for Mandaluyong City
40 San Miguel Avenue, 1550 Mandaluyong City
Appointment No. 0382-12
Until December 31, 2013
Attorney's Roll No. 56728
PTR NO. 7545333 / 01-04-12 / Pasig City
Lifetime IBP No. 08324
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