

PIMCO CALIFORNIA MUNICIPAL INCOME FUND III
Form N-Q
August 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

| | |
|---|---|
| Investment Company Act File Number: | 811-21188 |
| Registrant Name: | PIMCO California Municipal Income Fund III |
| Address of Principal Executive Offices: | 1633 Broadway, New York, NY 10019 |
| Name and Address of Agent for Service: | Lawrence G. Altadonna 1633 Broadway, New York, NY 10019 |
| Registrant's telephone number, including area code: | 212-739-3371 |
| Date of Fiscal Year End: | September 30, 2012 |
| Date of Reporting Period: | June 30, 2012 |

Item 1. Schedule of Investments

PIMCO California Municipal Income Fund III Schedule of Investments

June 30, 2012 (unaudited)

Principal

Amount

| (000s) | | Value* |
|---|--|--------------|
| CALIFORNIA MUNICIPAL BONDS & NOTES 95.4% | | |
| \$ 1,250 | Bay Area Toll Auth. Rev., San Francisco Bay Area, 5.00%, 4/1/34, Ser. F-1 | \$ 1,378,075 |
| 1,000 | Cathedral City Public Financing Auth., Tax Allocation, 5.00%, 8/1/33, Ser. A (NPFGC) | 958,480 |
| 1,150 | Ceres Redev. Agcy., Tax Allocation, Project Area No. 1, 5.00%, 11/1/33 (NPFGC) | 1,139,501 |
| 2,000 | Chula Vista Rev., San Diego Gas & Electric, 5.875%, 2/15/34, Ser. B | 2,322,340 |
| 550 | City & Cnty. of San Francisco, Capital Improvement Projects, CP, 5.25%, 4/1/31, Ser. A | 604,532 |
| 1,415 | Contra Costa Cnty. Public Financing Auth., Tax Allocation, 5.625%, 8/1/33, Ser. A | 1,366,692 |
| 9,800 | Educational Facs. Auth. Rev. (f), Claremont McKenna College, 5.00%, 1/1/39 | 10,540,684 |
| 10,000 | Univ. of Southern California, 5.00%, 10/1/39, Ser. A | 11,105,800 |
| 1,695 | El Dorado Irrigation Dist. & El Dorado Cnty. Water Agcy., CP, 5.75%, 8/1/39, Ser. A (AGC) | 1,830,922 |
| 11,000 | Golden State Tobacco Securitization Corp. Rev., 5.00%, 6/1/45 (AMBAC-TCRS) | 11,147,730 |
| 4,000 | 5.00%, 6/1/45, Ser. A (FGIC-TCRS) | 4,053,720 |
| 13,865 | 5.75%, 6/1/47, Ser. A-1 | 11,175,467 |
| | Health Facs. Financing Auth. Rev., Adventist Health System, Ser. A, | |
| 500 | 5.00%, 3/1/33 | 503,760 |
| 4,000 | 5.75%, 9/1/39 | 4,429,000 |
| | Catholic Healthcare West, Ser. A, | |
| 1,935 | 6.00%, 7/1/34 | 2,134,363 |
| 4,000 | 6.00%, 7/1/39 | 4,623,240 |
| 450 | Children s Hospital of Los Angeles, 5.25%, 7/1/38 (AGM) | 467,842 |
| 500 | Children s Hospital of Orange Cnty., 6.50%, 11/1/38, Ser. A | 594,345 |
| 6,000 | Cottage Health System, 5.00%, 11/1/33, Ser. B (NPFGC) | 6,047,700 |
| 1,300 | Scripps Health, 5.00%, 11/15/36, Ser. A | 1,407,978 |
| 2,900 | Stanford Hospital, 5.25%, 11/15/40, Ser. A-2 | 3,255,221 |
| | Sutter Health, | |
| 1,000 | 5.00%, 8/15/35, Ser. D | 1,094,870 |
| 5,000 | 5.00%, 8/15/38, Ser. A | 5,271,250 |
| 500 | 5.00%, 11/15/42, Ser. A (IBC-NPFGC) | 520,820 |
| 1,200 | 6.00%, 8/15/42, Ser. B | 1,408,356 |
| 500 | Lancaster Redev. Agcy., Tax Allocation, 6.875%, 8/1/39 | 553,055 |
| 150 | Lancaster Redev. Agcy. Rev., Capital Improvements Projects, 5.90%, 12/1/35 | 150,088 |
| 5,600 | Long Beach Bond Finance Auth. Rev., Long Beach Natural Gas, 5.50%, 11/15/37, Ser. A | 6,127,520 |
| 5,000 | Long Beach Unified School Dist., GO, 5.75%, 8/1/33, Ser. A | 5,766,950 |
| | Los Angeles Department of Water & Power Rev. (f), | |
| 6,000 | 4.75%, 7/1/30, Ser. A-2 (AGM) | 6,347,340 |
| 10,000 | 5.00%, 7/1/39, Ser. A | 10,839,800 |

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| | | |
|--------|--|------------|
| | Los Angeles Unified School Dist., GO, | |
| 9,580 | 4.75%, 1/1/28, Ser. A (NPFGC) (Pre-refunded @ \$100, 7/1/13) (b) | 10,005,544 |
| 10,000 | 5.00%, 1/1/34, Ser. I (f) | 11,086,200 |
| 550 | Malibu, City Hall Project, CP, 5.00%, 7/1/39, Ser. A | 587,736 |
| 1,000 | Manteca Financing Auth. Sewer Rev., 5.75%, 12/1/36 | 1,111,850 |

PIMCO California Municipal Income Fund III Schedule of Investments

June 30, 2012 (unaudited) (continued)

| Principal Amount | | Value* |
|---------------------|--|--------------|
| (000s) | | |
| \$ 5,000 | Metropolitan Water Dist. of Southern California Rev., 5.00%, 7/1/37, Ser. A (f) | \$ 5,438,400 |
| 2,980 | Modesto Irrigation Dist., Capital Improvement Projects, CP, 5.00%, 7/1/33, Ser. A (NPFGC) | 3,001,128 |
| 3,000 | Montebello Unified School Dist., GO, 5.00%, 8/1/33 (AGM) | 3,232,260 |
| 1,700 | M-S-R Energy Auth. Rev., 6.50%, 11/1/39, Ser. B | 2,074,629 |
| 955 | Municipal Finance Auth. Rev., Azusa Pacific Univ. Project, 7.75%, 4/1/31, Ser. B | 1,098,097 |
| 5,000 | Oakland, GO, 5.00%, 1/15/33, Ser. A (NPFGC) (Pre-refunded @ \$100, 1/15/13) (b) | 5,126,000 |
| 3,900 | Orange Unified School Dist., CP, 4.75%, 6/1/29 (NPFGC) | 4,159,155 |
| 1,250 | Peralta Community College Dist., GO, 5.00%, 8/1/39, Ser. C | 1,306,712 |
| 1,250 | Pollution Control Financing Auth. Rev., American Water Capital Corp. Project, 5.25%, 8/1/40 (a)(c) | 1,278,575 |
| 1,950 | Poway Unified School Dist., Special Tax, 5.125%, 9/1/28 | 1,978,490 |
| 5,000 | Riverside, CP, 5.00%, 9/1/33 (AMBAC) | 5,010,800 |
| 500 | Rocklin Unified School Dist. Community Facs. Dist., Special Tax, 5.00%, 9/1/29 (NPFGC) | 505,565 |
| 3,250 | Sacramento Municipal Utility Dist. Rev., 5.00%, 8/15/33, Ser. R (NPFGC) | 3,375,938 |
| 6,250 | San Diego Cnty. Water Auth., CP, 5.00%, 5/1/38, Ser. 2008-A (AGM) | 6,685,250 |
| 12,075 | San Diego Community College Dist., GO, 5.00%, 5/1/28, Ser. A (AGM) (Pre-refunded @ \$100, 5/1/13) (b) | 12,548,823 |
| 4,000 | San Diego Public Facs. Financing Auth. Rev., 5.25%, 5/15/39, Ser. A | 4,477,840 |
| 2,200 | San Diego Regional Building Auth. Rev., Cnty. Operations Center & Annex, 5.375%, 2/1/36, Ser. A | 2,434,806 |
| 1,500 | San Diego State Univ. Foundation Rev., 5.00%, 3/1/27, Ser. A (NPFGC) | 1,501,095 |
| 1,500 | San Jose Hotel Tax Rev., Convention Center Expansion, 6.50%, 5/1/36 | 1,738,845 |
| 12,200 | San Marcos Public Facs. Auth., Tax Allocation, 5.00%, 8/1/33, Ser. A (FGIC-NPFGC) | 12,368,726 |
| 1,000 | San Marcos Unified School Dist., GO, 5.00%, 8/1/38, Ser. A | 1,090,530 |
| 500 | Santa Clara Cnty. Financing Auth. Rev., El Camino Hospital, 5.75%, 2/1/41, Ser. A (AMBAC) | 542,420 |
| 1,200 | Santa Cruz Cnty. Redev. Agcy., Tax Allocation, Live Oak/Soquel Community, 7.00%, 9/1/36, Ser. A | 1,415,964 |
| 4,425 | South Tahoe JT Powers Financing Auth. Rev., South Tahoe Redev. Project, 5.45%, 10/1/33, Ser. 1-A | 4,353,536 |
| 7,300 | State, GO, 6.00%, 4/1/38 | |
| | State Public Works Board Rev., | 8,462,671 |
| 2,000 | California State Univ., 6.00%, 11/1/34, Ser. J | 2,292,580 |
| 2,050 | Univ. CA M.I.N.D. Inst., 5.00%, 4/1/28, Ser. A | 2,096,186 |
| | Statewide Communities Dev. Auth. Rev., | |
| 500 | American Baptist Homes West, 6.25%, 10/1/39 | 537,525 |
| | California Baptist Univ., | |
| 1,300 | 5.50%, 11/1/38, Ser. A | 1,327,365 |
| 500 | 6.50%, 11/1/21 | 602,055 |
| | Catholic Healthcare West, | |
| 1,015 | 5.50%, 7/1/31, Ser. D | 1,111,070 |

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| | | |
|-------|---|-----------|
| 1,015 | 5.50%, 7/1/31, Ser. E | 1,111,070 |
| 4,500 | Kaiser Permanente, 5.00%, 3/1/41, Ser. B | 4,685,580 |
| 1,000 | Lancer Student Housing Project, 7.50%, 6/1/42 | 1,110,530 |

PIMCO California Municipal Income Fund III Schedule of Investments

June 30, 2012 (unaudited) (continued)

Principal

Amount

| (000s) | | Value* |
|----------|---|--------------|
| \$ 7,300 | Los Angeles Jewish Home, 5.50%, 11/15/33 (CA Mtg. Ins.) | \$ 7,407,456 |
| 15,000 | Memorial Health Services, 5.50%, 10/1/33, Ser. A (Pre-refunded @ \$100, 4/1/13) (b) | 15,566,100 |
| | Methodist Hospital Project (FHA), | |
| 2,000 | 6.625%, 8/1/29 | 2,494,960 |
| 7,200 | 6.75%, 2/1/38 | 8,775,504 |
| 3,100 | St. Joseph Health System, 5.75%, 7/1/47, Ser. A (FGIC) | 3,401,940 |
| | Sutter Health, | |
| 10,000 | 5.50%, 8/15/34, Ser. B (f) | 10,056,800 |
| 1,800 | 6.00%, 8/15/42, Ser. A | 2,109,762 |
| 11,000 | Trinity Health, 5.00%, 12/1/41 | 12,008,040 |
| 2,000 | Univ. of California Irvine E. Campus, 5.375%, 5/15/38 | 2,137,160 |
| 3,505 | Statewide Communities Dev. Auth., The Internext Group, CP, 5.375%, 4/1/30 | 3,506,647 |
| | Tobacco Securitization Agcy. Rev., | |
| | Alameda Cnty., | |
| 8,100 | 5.875%, 6/1/35 | 7,455,402 |
| 7,000 | 6.00%, 6/1/42 | 6,328,490 |
| 2,000 | Kern Cnty., 6.125%, 6/1/43, Ser. A | 1,957,800 |
| 5,000 | Tobacco Securitization Auth. of Southern California Rev., | |
| | 5.00%, 6/1/37, Ser. A-1 | 3,911,550 |
| 2,950 | Torrance Rev., Torrance Memorial Medical Center, | |
| | 5.50%, 6/1/31, Ser. A | 2,955,074 |
| | West Basin Municipal Water Dist., CP, Ser. A (NPFGC), | |
| 650 | 5.00%, 8/1/30 (Pre-refunded @ \$100, 8/1/13) (b) | 682,676 |
| 350 | 5.00%, 8/1/30 | 354,732 |
| 2,000 | Western Municipal Water Dist. Facs. Auth. Rev., | |
| | 5.00%, 10/1/39, Ser. B | 2,188,940 |
| 1,000 | Westlake Village, CP, 5.00%, 6/1/39 | 1,047,950 |
| 2,500 | William S. Hart Union High School Dist., Special Tax, 6.00%, 9/1/33, Ser. 2002-1 | 2,522,775 |
| 2,750 | Woodland Finance Auth. Rev., 5.00%, 3/1/32 (XLCA) | 2,811,518 |
| | Total California Municipal Bonds & Notes (cost \$320,437,317) | 351,720,263 |

OTHER MUNICIPAL BONDS & NOTES 4.2%**Indiana 1.4%**

| | | |
|-------|--|-----------|
| 5,000 | Vigo Cnty. Hospital Auth. Rev., Union Hospital, Inc., 5.75%, 9/1/42 (a)(c) | 5,046,100 |
|-------|--|-----------|

New Jersey 0.2%

| | | |
|-------|--|---------|
| 1,000 | Tobacco Settlement Financing Corp. Rev., 4.75%, 6/1/34, Ser. 1-A | 773,800 |
|-------|--|---------|

New York 1.0%

| | | |
|-------|---|-----------|
| 3,300 | New York City Municipal Water Finance Auth. Water & Sewer Rev., | |
| | 5.00%, 6/15/37, Ser. D (f) | 3,616,437 |

Ohio 0.6%

| | | |
|-------|---|-----------|
| 2,000 | American Municipal Power, Inc. Rev., 5.00%, 2/15/42, Ser. B | 2,153,240 |
|-------|---|-----------|

Puerto Rico 1.0%

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| | | |
|-------|---|------------|
| | Sales Tax Financing Corp. Rev., | |
| 1,535 | 5.00%, 8/1/46, Ser. C | 1,624,429 |
| 2,200 | 5.25%, 8/1/43, Ser. A-1 | 2,310,000 |
| | | 3,934,429 |
| | Total Other Municipal Bonds & Notes (cost \$12,589,764) | 15,524,006 |

PIMCO California Municipal Income Fund III Schedule of Investments

June 30, 2012 (unaudited) (continued)

Principal

Amount

| (000s) | Value* |
|---|-----------------------|
| CALIFORNIA VARIABLE RATE NOTES (a)(c)(d)(e) 0.4% | |
| \$1,000 Los Angeles Community College Dist., GO, 13.68%, 8/1/33, Ser. 3096 (cost \$996,666) | \$ 1,314,740 |
| Total Investments (cost \$334,023,747) (g) 100.0% | \$ 368,559,009 |

Notes to Schedule of Investments:

- * Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Market value is generally determined on the basis of last reported sales prices, or if no sales are reported, on the basis of quotes obtained from a quotation reporting system, established market makers, or independent pricing services.

Portfolio securities and other financial instruments for which market quotations are not readily available, or for which a development/event occurs that may significantly impact the value of a security, are fair-valued, in good faith, pursuant to procedures established by the Board of Trustees, or persons acting at their discretion pursuant to procedures established by the Board of Trustees. The Fund's investments are valued daily using prices supplied by an independent pricing service or dealer quotations, or by using the last sale price on the exchange that is the primary market for such securities, or the mean between the last quoted bid and ask price. Independent pricing services use information provided by market makers or estimates of market values obtained from yield data relating to investments or securities with similar characteristics. Exchange-traded futures are valued at the price determined by the relevant exchange. Short-term securities maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days.

The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold, and these differences could be material. The Fund's net asset value (NAV) is normally determined as of the close of regular trading (normally, 4:00 p.m. Eastern time) on the New York Stock Exchange (NYSE) on each day the NYSE is open for business.

- (a) Private Placement Restricted as to resale and may not have a readily available market. Securities with an aggregate value of \$7,639,415, representing 2.1% of total investments.
- (b) Pre-refunded bonds are collateralized by U.S. Government or other eligible securities which are held in escrow and used to pay principal and interest and retire the bonds at the earliest refunding date (payment date) and/or whose interest rates vary with changes in a designated base rate (such as the prime interest rate).
- (c) 144A Exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, typically only to qualified institutional buyers. Unless otherwise indicated, these securities are not considered to be illiquid.
- (d) Inverse Floater The interest rate shown bears an inverse relationship to the interest rate on another security or the value of an index. The interest rate disclosed reflects the rate in effect on June 30, 2012.
- (e) Variable Rate Notes Instruments whose interest rates change on specified date (such as a coupon date or interest payment date) and/or whose interest rates vary with changes in a designated base rate (such as the prime interest rate). The interest rate disclosed reflects the rate in effect on June 30, 2012.
- (f) Residual Interest Bonds held in Trust Securities represent underlying bonds transferred to a separate securitization trust established in a tender option bond transaction in which the Fund acquired the residual interest certificates. These securities serve as collateral in a financing transaction.
- (g) At June 30, 2012, the cost basis of portfolio securities for federal income tax purposes was \$292,900,612. Gross unrealized appreciation was \$37,238,826, gross unrealized depreciation was \$2,043,874 and net unrealized appreciation was \$35,194,952. The difference between book and tax cost was attributable to inverse floater transactions.

Glossary:

AGC insured by Assured Guaranty Corp.

AGM insured by Assured Guaranty Municipal Corp.

AMBAC insured by American Municipal Bond Assurance Corp.

CA Mtg. Ins. insured by California Mortgage Insurance

CP Certificates of Participation

FGIC insured by Financial Guaranty Insurance Co.

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FHA insured by Federal Housing Administration

GO General Obligation Bond

IBC Insurance Bond Certificate

NPFGC insured by National Public Finance Guarantee Corp.

TCRS Temporary Custodian Receipts

XLCA insured by XL Capital Assurance

Other Investments:

Futures contracts outstanding at June 30, 2012:

| Type | Contracts | Market Value (000s) | Expiration Date | Unrealized Depreciation |
|---|-----------|---------------------------|--------------------|----------------------------|
| Short: 30-Year U.S. Treasury Bond Futures | (30) | \$ (4,439) | 9/19/12 | \$ (8,471) |

At June 30, 2012, the Fund pledged cash collateral of \$84,000 for futures contracts.

Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the exit price) in an orderly transaction between market participants. The three levels of the fair value hierarchy are described below:

Level 1 quoted prices in active markets for identical investments that the Fund has the ability to access

Level 2 valuations based on other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.) or quotes from inactive exchanges

Level 3 valuations based on significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

An investment asset's or liability's level within the fair value hierarchy is based on the lowest level input, individually or in the aggregate, that is significant to fair value measurement. The objective of fair value measurement remains the same even when there is a significant decrease in the volume and level of activity for an asset or liability and regardless of the valuation technique used.

The valuation techniques used by the Fund to measure fair value during the nine months ended June 30, 2012 maximized the use of observable inputs and minimized the use of unobservable inputs.

The inputs or methodology used for valuing securities is not necessarily an indication of the risk associated with investing in those securities. The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each major category of assets and liabilities for Level 2 and Level 3, in accordance with Generally Accepted Accounting Principles.

Municipal Bonds & Notes and Variable Rate Notes Municipal bonds & notes and variable rate notes are valued by independent pricing services based on pricing models that take into account, among other factors, information received from market makers and broker-dealers, current trades, bid-want lists, offerings, market movements, the callability of the bond or note, state of issuance, benchmark yield curves, and bond or note insurance. To the extent that these inputs are observable, the values of municipal bonds & notes and variable rate notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

The Fund's policy is to recognize transfers between levels at the end of the reporting period.

A summary of the inputs used at June 30, 2012 in valuing the Fund's assets and liabilities is listed below (refer to the Schedule of Investments and Other Investments for more detailed information on Investments in Securities and Other Financial Instruments):

| | Level 1 - Quoted Prices | Level 2 - Other Significant Observable Inputs | Level 3 - Significant Unobservable Inputs | Value at 6/30/12 |
|---|----------------------------|--|--|-----------------------|
| Investments in Securities - Assets | | | | |
| California Municipal Bonds & Notes | | \$ 351,720,263 | | \$ 351,720,263 |
| Other Municipal Bonds & Notes | | 15,524,006 | | 15,524,006 |
| California Variable Rate Notes | | 1,314,740 | | 1,314,740 |
| Total Investments in Securities - Assets | | \$ 368,559,009 | | \$ 368,559,009 |
| Other Financial Instruments* - Liabilities | | | | |
| Interest Rate Contracts | \$ (8,471) | | | \$ (8,471) |
| Total Investments | \$ (8,471) | \$ 368,559,009 | | \$ 368,550,538 |

* Other financial instruments are futures contracts not reflected in the Schedule of Investments which are valued at the unrealized appreciation (depreciation) of the instrument.

There were no significant transfers between Levels 1 and 2 during the nine months ended June 30, 2012.

Item 2. Controls and Procedures

(a) The registrant's President & Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR 270.30a -3(c))), are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a -3(d))) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: PIMCO California Municipal Income Fund III

By */s/* Brian S. Shlissel
President & Chief Executive Officer
Date: August 20, 2012

By */s/* Lawrence G. Altadonna
Treasurer, Principal Financial & Accounting Officer
Date: August 20, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By */s/* Brian S. Shlissel
President & Chief Executive Officer
Date: August 20, 2012

By */s/* Lawrence G. Altadonna
Treasurer, Principal Financial & Accounting Officer
Date: August 20, 2012