

SJW CORP  
Form 4  
January 05, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROTH W RICHARD**

(Last) (First) (Middle)  
**110 W TAYLOR STREET**  
  
(Street)

**SAN JOSE, CA 95110**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SJW CORP [SJW]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/04/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/04/2016		F		4,716 (1)	D	
Common Stock	01/04/2016		A		2,887 (3)	A	
Common Stock					90,269 (5)	I	By the W. Richard Roth and Viviane L. Roth Community Property Revocable

						Trust dated Dec. 17, 2004
Common Stock			18,300	I		By Separate Property Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH W RICHARD 110 W TAYLOR STREET SAN JOSE, CA 95110	X		President & CEO	

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard  
Roth 01/05/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Represents 4,716 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 11,963 shares of common stock underlying restricted stock units ("RSUs") that vested and became issuable on January 4, 2016 pursuant to the terms of the January 2, 2013, January 2, 2014 and August 4, 2014 Restricted Stock Issuance Agreements between the issuer and the reporting person. The issuable shares were previously reported as Table I securities at the time the RSUs were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.

- (1)
- (2) Includes 21,598 shares of common stock underlying RSUs, which will vest and become issuable in accordance with their terms, and 112,220 shares of the issuer's common stock underlying deferred restricted stock; and excludes an aggregate of 7,247 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 1 above.

- (3) The securities represent deferred shares of the issuer's common stock credited to the reporting person's deferred compensation account pursuant to dividend equivalent rights. Those rights resulted initially in the addition of cash sums to the account equal to the dividends which would have been paid during the 2015 calendar year on the deferred stock credited to such account had that stock actually been issued and outstanding on each dividend payment date, and the accumulated sums were then converted into additional shares of deferred stock on January 4, 2016 based on the average of the closing selling prices of the issuer's common stock on each of the dates during the 2015 calendar year on which actual dividends on the common stock were paid.

- (4) Includes 21,598 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms and 115,107 shares of the issuer's common stock underlying deferred restricted stock.

- (5) Includes an aggregate of 7,247 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 1 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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