

CALIFORNIA WATER SERVICE GROUP

Form 4

March 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McGhee Lynne P

2. Issuer Name and Ticker or Trading Symbol
CALIFORNIA WATER SERVICE GROUP [CWT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, General Counsel

CALIFORNIA WATER SERVICE COMPANY, 1720 N. FIRST STREET

(Street)

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

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

SAN JOSE, CA 95112

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/03/2016 | | F | 337 ⁽¹⁾ D \$ 26.15 | 23,124 | D | |
| Common Stock | 03/04/2016 | | F | 26 ⁽²⁾ D \$ 26.25 | 23,098 | D | |
| Common Stock | 03/05/2016 | | F | 30 ⁽³⁾ D \$ 26.25 | 23,068 | D | |
| Common Stock | 03/06/2016 | | F | 37 ⁽⁴⁾ D \$ 26.25 | 23,031 | D | |
| | 03/07/2016 | | A | A \$ 0 | 26,712 | D | |

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- (2) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Award (RSA) Award #282.
- (3) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Award (RSA) Award #267.
- (4) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Award (RSA) Award #237.

(5) On 3/5/2013, the reporting person was granted a Restricted Stock Unit (RSU) of 3,001 shares of common stock. The RSU vested in full based on satisfaction of certain performance criteria approved by the Board of Directors. The performance criteria was met resulting in 123% payout of the original goal on 3/6/2016.

- (6) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Unit (RSU) Award #305.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.