

Dean Shannon C
Form 4
March 04, 2019

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 *
Dean Shannon C

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Corp Comm & Comm Affairs

(Last) (First) (Middle)
1720 NORTH FIRST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

SAN JOSE, CA 95112

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 02/28/2019 | | F | 106 ⁽¹⁾ D \$ 52.02 | 8,448 | D | |
| Common Stock | 03/01/2019 | | F | 150 ⁽²⁾ D \$ 52.53 | 8,298 | D | |
| Common Stock | 03/01/2019 | | A | 4,345 ⁽³⁾ A \$ 0 | 12,643 | D | |
| Common Stock | 03/01/2019 | | F | 2,383 ⁽⁴⁾ D \$ 52.53 | 10,260 | D | |

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)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for Date Exercisable and Expiration Date, and Amount or Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Lists Dean Shannon C with relationships: Director, 10% Owner, Officer, Other.

Signatures

/s/ Michelle Mortensen on behalf of Shannon Dean
03/04/2019
**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).
(1) 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 (RSA) Award #393.
(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 (RSA) Award #429.
On 3/1/2016, the reporting person was granted a Performance Stock Unit (PSU) of 3,025 shares of common stock. The PSU vested in full based on satisfaction of certain performance criteria approved by the Board of Directors. The performance criteria was met resulting in 143.667% payout of the original goal.
(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 Performance Stock Units #370.
(4)

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Remarks:

<https://www.marketforms.com/form4s/44404/edit?clone=true#>

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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