

Jensenalle
Form 4
August 14, 2017

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 *
Jensenalle

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

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2017

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)

Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/10/2017 | | S | 200 | D \$ 55.02 | 13,460 ⁽¹⁾ | D |
| Common Stock | 08/10/2017 | | S | 700 | D \$ 55.03 | 12,760 ⁽²⁾ | D |
| Common Stock | 08/10/2017 | | S | 200 | D \$ 55.05 | 12,560 ⁽³⁾ | D |
| Common Stock | 08/10/2017 | | S | 98 | D \$ 55.07 | 12,462 ⁽⁴⁾ | D |
| Common Stock | 08/10/2017 | | S | 100 | D \$ 55.08 | 12,362 ⁽⁵⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|------------------------|---|
| Common Stock | 08/10/2017 | S | 400 | D | \$ 55.09 | 11,962 ⁽⁶⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.1 | 11,862 ⁽⁷⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.11 | 11,762 ⁽⁸⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.19 | 11,662 ⁽⁹⁾ | D |
| Common Stock | 08/10/2017 | S | 102 | D | \$ 55.21 | 11,560 ⁽¹⁰⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.22 | 11,460 ⁽¹¹⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.25 | 11,360 ⁽¹²⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.26 | 11,260 ⁽¹³⁾ | D |
| Common Stock | 08/10/2017 | S | 300 | D | \$ 55.29 | 10,960 ⁽¹⁴⁾ | D |
| Common Stock | 08/10/2017 | S | 100 | D | \$ 55.35 | 10,860 ⁽¹⁵⁾ | D |
| Common Stock | 08/10/2017 | S | 200 | D | \$ 55.41 | 10,660 ⁽¹⁶⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jensen Palle 110 W TAYLOR STREET SAN JOSE, CA 95110 | | | Executive Vice President | |

Signatures

/s/ Suzy Papazian Attorney-in-Fact for Palle Jensen
 08/14/2017
 **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 9,557 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (2) Represents 8,857 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (3) Represents 8,657 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (4) Represents 8,559 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (5) Represents 8,459 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (6) Represents 8,059 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (7) Represents 7,959 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (8) Represents 7,859 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (9) Represents 7,759 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (10) Represents 7,657 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (11) Represents 7,557 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (12) Represents 7,457 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (13) Represents 7,357 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (14) Represents 7,057 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (15) Represents 6,957 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.
- (16) Represents 6,757 shares of the issuer's common stock and 3,903 shares of the issuer's common stock underlying restricted stock units.

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.