

SJW CORP
Form 4
May 11, 2006

FORM 4

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

OMB APPROVAL

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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 *
MOSS GEORGE E

(Last) (First) (Middle)
374 W. SANTA CLARA STREET
(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/10/2006 | | S | 300 D | \$ 25.5 1,131,226 ⁽¹⁾ | I | By George Edward Moss Trust |
| Common Stock | | | | | 25,486 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | | | | | 1,127,870 ⁽³⁾ | I | By Nancy O. Moss Trust |
| Common Stock | | | | | 794,834 ⁽¹⁾ ⁽⁴⁾ | I | By John Kimberly Moss Trust |

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- Includes 25,486 shares of deferred stock which may be subject in whole or in part to a vesting schedule tied to Mr. Moss' continued
- (2) service as a member of the issuer's board of directors which will be distributed as actual shares of the issuer's common stock following Mr. Moss' cessation of such board service.
 - (3) George E. Moss disclaims beneficial ownership of such shares.
 - (4) These shares represent 794,834 shares of common stock held by the John Kimberly Moss Trust for which George E. Moss is trustee. George E. Moss disclaims beneficial ownership of such shares.

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.