

SJW CORP  
Form 4  
March 02, 2016

**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 \*  
**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)  
**02/29/2016**

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 (A) or (D) Price   |  |   |
| Common Stock                    | 02/29/2016                           |  | A                              |   | 6,639 (1)<br>\$ 0   | D  |   |
| Common Stock                    | 02/29/2016                           |  | F                              |   | 2,494 (3)<br>\$ 36.26   | D  |   |
| Common Stock                    |                                      |  |                                |   | 94,414 (5)  | I  | By the W. Richard Roth and Viviane L. Roth Community Property Revocable |



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- (1) Represents 6,639 shares of common stock that became issuable pursuant to the vesting of Restricted Stock Units ("RSU") upon the attainment of certain performance goal based on return on equity ("ROE") measured over the 2015 calendar year period and continued service by the reporting person through December 31, 2015.  
  
Includes 21,598 shares of the issuer's common stock underlying RSUs, which will vest and become issuable in accordance with their terms, 115,107 shares of the issuer's common stock underlying deferred restricted stock, and 6,639 shares of common stock that became issuable pursuant to the ROE RSUs reported herein.
- (2) Represents 2,494 shares of common stock withheld by the issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of the ROE RSU reported herein.  
  
Includes 21,598 shares of the issuer's common stock underlying RSUs, which will vest and become issuable in accordance with their terms, 115,107 shares of the issuer's common stock underlying deferred restricted stock, and excludes an aggregate of 4,145 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Trust dated December 17, 2004 immediately following the vesting of the ROE RSUs reported herein.
- (3) Includes an aggregate of 4,145 shares of the issuer's common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Trust dated December 17, 2004 immediately following the vesting of the ROE RSUs reported herein.

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.