

ROTH W RICHARD
Form 4
January 04, 2018

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 GROUP [SJW]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/02/2018 | | A | | 2,141 (1) \$ 56.97 (1) | D | |
| Common Stock | 01/02/2018 | | F | | 7,703 (3) \$ 63.47 | D | |
| Common Stock | 01/02/2018 | | G | V | 11,263 (5) \$ 0 | D | |
| Common Stock | 01/02/2018 | | G | V | 11,263 (5) \$ 0 | I | By the W. Richard Roth and Viviane L. Roth |

| | | | | | | | |
|--------------|--|--|--|--|--------|---|--|
| Common Stock | | | | | 18,300 | I | Community Property Revocable Trust dated Dec. 17, 2004 By Separate Property Trust |
|--------------|--|--|--|--|--------|---|--|

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTH W RICHARD 110 W TAYLOR STREET SAN JOSE, CA 95110 | | X | | |

Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth 01/04/2018

__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).

The securities represent deferred shares of the issuer's common stock credited to the reporting person's deferred compensation account pursuant to dividend equivalent rights. Those rights resulted initially in the addition of cash sums to the account equal to the dividends which would have been paid during the 2017 calendar year on the deferred stock credited to such account had that stock actually been issued and outstanding on each dividend payment date, and the accumulated sums were then converted into additional shares of deferred stock on January 2, 2018 based on the average of the closing prices of the issuer's common stock on each of the dates during the 2017 calendar year on which actual dividends on the common stock were paid.

- (1) Includes 12,691 shares of the issuer's common stock underlying restricted stock units that vested in accordance with their terms and 119,471 shares of the issuer's common stock underlying deferred restricted stock.

Represents 7,703 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to (1) an aggregate of 5,691 shares of common stock underlying restricted stock units ("RSUs") that vested and became issuable on January 2, 2018 pursuant to the terms of the August 4, 2014 Restricted Stock Issuance Agreement between the issuer and the reporting person and (2) an aggregate of 13,275 shares of the common stock underlying deferred restricted stock ("DSUs") that became issuable on January 2, 2018. The issuable shares were previously reported as Table I securities at the time the RSUs and DSUs were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.

- (2) Includes 11,263 shares of the issuer's common stock, 7,000 shares of the issuer's common stock underlying RSUs that vested in accordance with their terms and 106,196 shares of common stock underlying DSUs.

Represents an aggregate of 11,263 shares of common stock that were issued and transferred by the reporting person to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 in connection with the issuance of shares of common stock underlying the RSUs and DSUs described in footnote 3 above.

- (3) Includes 7,000 shares of common stock underlying RSUs that vested in accordance with their terms and 106,196 shares of the issuer's common stock underlying DSUs.

Includes an aggregate of 11,263 shares of common stock that were issued and transferred by the reporting person to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 in connection with the the issuance of shares of common stock underlying the RSUs and DSUs described in footnote 3 above.

- (4) Includes an aggregate of 11,263 shares of common stock that were issued and transferred by the reporting person to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 in connection with the the issuance of shares of common stock underlying the RSUs and DSUs described in footnote 3 above.

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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