

ARMSTRONG KATHARINE  
Form 4  
April 27, 2018

**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 \*  
ARMSTRONG KATHARINE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

110 W TAYLOR ST

(Street)

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

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

SAN JOSE, CA 95110

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 04/25/2018                           |  | A                              | V   | 1,055 (1) \$ 0  | 5,760 (2)  | D   |
| Common Stock                    | 04/25/2018                           |  | G                              | V   | 1,155 (3) \$ 0  | 4,605 (4)  | D   |
| Common Stock                    | 04/25/2018                           |  | G                              | V   | 1,155 (3) \$ 0  | 5,948  | I   |

By  
Katharine  
Armstrong  
as Trustee  
for the  
Katharine  
Armstrong  
Love

Exempt  
Trust U/A/D  
6/30/2009

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.**

SEC 1474  
(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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| ARMSTRONG KATHARINE<br>110 W TAYLOR ST<br>SAN JOSE, CA 95110 |               | X         |         |       |

## Signatures

/s/ Willie Brown Attorney-in-Fact for Katharine Armstrong 04/27/2018

\_\_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).

(1) Represents 1,055 restricted stock units granted to the reporting person under the Issuer's Long-Term Incentive Plan. Each restricted stock unit will entitle the reporting person to receive one share of the Issuer's common stock when that unit vests. The units will vest in full upon the reporting person's continuation in Board service through the day immediately preceding the date of the Issuer's 2019 annual stockholders meeting, subject to accelerated vesting under certain prescribed circumstances.

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- (2) Includes 2,550 shares of the issuer's common stock, 2,210 shares of the issuer's common stock underlying restricted stock units, and 1,000 shares of the issuer's common stock held in an IRA account.

Represents shares of the issuer's common stock issued in the name of Katharine Armstrong as trustee for the Katharine Armstrong Love Exempt Trust U/A/D 6/30/2009 upon settlement of restricted stock units previously reported by the reporting person in Table I as directly owned.

- (4) Includes 2,550 shares of the issuer's common stock, 1,055 shares of the issuer's common stock underlying restricted stock units, and 1,000 shares of the issuer's common stock held in an IRA account.

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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