

SJW CORP

Form 4

January 05, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/04/2016

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)
Common Stock	01/04/2016		F	(A) or (D) 4,716 (1)	D \$ 29.4 133,818 (2)	D	
Common Stock	01/04/2016		A	2,887 (3)	A \$ 30.31 136,705 (4)	D	
Common Stock					90,269 (5)	I	By the W. Richard Roth and Viviane L. Roth Community Property Revocable

Common Stock	18,300	I	Trust dated Dec. 17, 2004 By Separate Property Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth	01/05/2016
<u> </u> **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).

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- Represents 4,716 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 11,963 shares of common stock underlying restricted stock units ("RSUs") that vested and became issuable on January 4, 2016 pursuant to the terms of the January 2, 2013, January 2, 2014 and August 4, 2014 Restricted Stock Issuance Agreements between the issuer and the reporting person. The issuable shares were previously reported as Table I securities at the time the RSUs were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.
- (1)

- Includes 21,598 shares of common stock underlying RSUs, which will vest and become issuable in accordance with their terms, and 112,220 shares of the issuer's common stock underlying deferred restricted stock; and excludes an aggregate of 7,247 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 1 above.
- (2)

- 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 2015 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 4, 2016 based on the average of the closing selling prices of the issuer's common stock on each of the dates during the 2015 calendar year on which actual dividends on the common stock were paid.
- (3)

- Includes 21,598 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms and 115,107 shares of the issuer's common stock underlying deferred restricted stock.
- (4)

- Includes an aggregate of 7,247 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 1 above.
- (5)

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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