

SJW CORP  
Form 4  
November 04, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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)  
11/03/2014

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/03/2014		M		29,170 A \$ 17.63	274,713 <sup>(1)</sup>	D
Common Stock	11/03/2014		S		21,114 D \$ 31.75	253,599 <sup>(2)</sup>	D
Common Stock	11/03/2014		S		5,097 D \$ 31.76	248,502 <sup>(3)</sup>	D
Common Stock	11/03/2014		S		300 D \$ 31.77	248,202 <sup>(4)</sup>	D
Common Stock	11/03/2014		S		400 D \$ 31.82	247,802 <sup>(5)</sup>	D

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Common Stock	11/03/2014	S	200	D	\$ 31.83	247,602 <sup>(6)</sup>	D	
Common Stock	11/03/2014	S	100	D	\$ 31.84	247,502 <sup>(7)</sup>	D	
Common Stock	11/03/2014	S	1,000	D	\$ 31.86	246,502 <sup>(8)</sup>	D	
Common Stock	11/03/2014	S	100	D	\$ 31.99	246,402 <sup>(9)</sup>	D	
Common Stock	11/03/2014	S	755	D	\$ 32	245,647 <sup>(10)</sup>	D	
Common Stock	11/03/2014	S	100	D	\$ 32.03	245,547 <sup>(11)</sup>	D	
Common Stock	11/03/2014	S	4	D	\$ 32.07	245,543 <sup>(12)</sup>	D	
Common Stock						18,300	I	By Separate Property Trust

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 17.63	11/03/2014		M	29,170	01/03/2006	01/03/2015	Common Stock	29,170

## Reporting Owners

Reporting Owner Name / Address	Relationships
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Director    10% Owner    Officer    Other

ROTH W RICHARD  
110 W TAYLOR STREET                      X                      President & CEO  
SAN JOSE, CA 95110

## Signatures

/s/ Willie Brown Attorney-in-Fact for W. Richard                      11/04/2014  
Roth

\_\_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) Includes 86,274 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(2) Includes 65,160 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(3) Includes 60,063 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(4) Includes 59,763 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(5) Includes 59,363 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(6) Includes 59,163 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(7) Includes 59,063 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(8) Includes 58,063 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

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(9) Includes 57,963 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(10) Includes 57,208 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(11) Includes 57,108 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(12) Includes 57,104 shares of issuer's common stock. Also includes 79,124 shares of the issuer's common stock underlying restricted stock units, and 109,315 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(13) The stock options are exercisable according to the vesting schedule. The shares vest in four successive annual installments upon Mr. Roth's completion of each year of service with the Company over a four-year period measured from the January 3, 2005 issue date of the stock options. Therefore, 8,363 shares of Common Stock of the Company became exercisable on January 3, 2006, 8,363 shares of Common Stock of the Company became exercisable on January 3, 2007, 8,363 shares of Common Stock of the Company became exercisable on January 3, 2008, and 8,363 shares of Common Stock of the Company became exercisable on January 3, 2009.

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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