

Papazian Suzy
Form 4
March 01, 2019

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 *
Papazian Suzy

(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)
02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Gen. Counsel/Corp. Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	01/02/2019		G	V 247 ⁽¹⁾ D \$ 0	8,371 ⁽²⁾	D	
Common Stock	01/02/2019		G	V 247 ⁽¹⁾ A \$ 0	5,773 ⁽³⁾	I	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008
Common Stock	01/03/2019		G	V 228 ⁽⁴⁾ D \$ 0	8,143 ⁽⁵⁾	D	

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Common Stock	01/03/2019		G	V	228 ⁽⁴⁾	A	\$ 0	6,001 ⁽⁶⁾	I	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008
Common Stock	01/04/2019		G	V	470 ⁽⁷⁾	D	\$ 0	7,673 ⁽⁸⁾	D	
Common Stock	01/04/2019		G	V	470 ⁽⁷⁾	A	\$ 0	6,471 ⁽⁹⁾	I	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008
Common Stock	02/28/2019		F		418 ⁽¹⁰⁾	D	\$ 61.17	7,255 ⁽¹¹⁾	D	
Common Stock	02/28/2019		G	V	792 ⁽¹²⁾	D	\$ 0	6,463 ⁽¹³⁾	D	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008
Common Stock	02/28/2019		G	V	792 ⁽¹²⁾	A	\$ 0	7,263 ⁽¹⁴⁾	I	

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)	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
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(Instr. 3,
4, and 5)

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
Papazian Suzy 110 W TAYLOR STREET SAN JOSE, CA 95110			Gen. Counsel/Corp. Secretary	

Signatures

/s/ Suzy
Papazian 03/01/2019

**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 an aggregate of 247 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the restricted stock units ("RSU") described in footnote 3 of the Form 4 filed on January 3, 2019.

(2) Represents 4,589 shares of the issuer's common stock and 3,782 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(3) Includes an aggregate of 247 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 3 of the Form 4 filed on January 3, 2019.

(4) Represents an aggregate of 228 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 1 of the Form 4 filed on January 4, 2019.

(5) Represents 4,361 shares of the issuer's common stock and 3,782 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(6) Includes an aggregate of 228 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 1 of the Form 4 filed on January 4, 2019.

(7) Represents an aggregate of 470 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 1 of the Form 4 filed on January 7, 2019.

(8) Represents 3,891 shares of the issuer's common stock and 3,782 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(9) Includes an aggregate of 470 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 1 of the Form 4 filed on January 7, 2019.

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- (10) Represents 418 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 return on equity ("ROE") RSUs reported on the Form 4 filed on February 26, 2019.
- (11) Represents 4,683 shares of the issuer's common stock and 2,572 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (12) Represents an aggregate of 792 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 10 above.
- (13) Represents 3,891 shares of the issuer's common stock and 2,572 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (14) Includes an aggregate of 792 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 10 above.

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.