

MOSS GEORGE E
Form 4
January 04, 2007

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 *
MOSS GEORGE E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
374 W. SANTA CLARA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2007

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

SAN JOSE, CA 95113

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/02/2007 | | A | V Amount (1) A Price \$ 28.79 | 25,986 (2) (3) | D | |
| Common Stock | | | | | 1,131,226 (3) | I | By George Edward Moss Trust |
| Common Stock | | | | | 1,127,870 (4) | I | By Nancy O. Moss Trust |
| Common Stock | | | | | 794,834 (3) (4) (5) | I | By John Kimberly Moss 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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(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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| MOSS GEORGE E 374 W. SANTA CLARA STREET SAN JOSE, CA 95113 | X | X | | |
| MOSS NANCY OWEN 374 W. SANTA CLARA STREET SAN JOSE, CA 95113 | | | | Spouse |

Signatures

/s/ Suzy Papazian Attorney-in-Fact for George Moss 01/04/2007

__Signature of Reporting Person Date

/s/ Suzy Papazian, Attorney-in-Fact for Nancy O. Moss 01/04/2007

__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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- The securities represent deferred shares of the issuer's common stock credited to Mr. Moss' 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 2006 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 the first business day of the following year based on the average of the closing selling prices of the issuer's common stock on each of the dates during the 2006 calendar year on which actual dividends on the common stock were paid. The resulting shares of deferred stock will be distributed as actual shares of the issuer's common stock following Mr. Moss' cessation of service as a member of the issuer's board of directors.
- (1) Includes 25,986 shares of deferred stock which may be subject in whole or in part to a vesting schedule tied to Mr. Moss' continued service as a member of the issuer's board of directors which will be distributed as actual shares of the issuer's common stock following Mr. Moss' cessation of such board service.
 - (2) Nancy O. Moss disclaims beneficial ownership of such shares.
 - (3) George E. Moss disclaims beneficial ownership of such shares.
 - (5) These shares represent 794,834 shares of common stock held by the John Kimberly Moss Trust for which George E. Moss is the trustee.

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.