

Papazian Suzy  
Form 4  
March 01, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
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  
 Officer (give title below) \_\_\_ Other (specify below)  
Gen. Counsel/Corp. Secretary

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/02/2019		G	V 247 <sup>(1)</sup> D \$ 0	8,371 <sup>(2)</sup>	D	
Common Stock	01/02/2019		G	V 247 <sup>(1)</sup> A \$ 0	5,773 <sup>(3)</sup>	I	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008
Common Stock	01/03/2019		G	V 228 <sup>(4)</sup> D \$ 0	8,143 <sup>(5)</sup>	D	

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

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)	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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- (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.