SJW CORP Form 4 March 02, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lynch James Patrick

(Zip)

(Last) (First) (Middle)

(Street)

(State)

110 W. TAYLOR STREET

SAN JOSE, CA 95110

(City)

2. Issuer Name and Ticker or Trading Symbol

SJW CORP [SJW]

3. Date of Earliest Transaction

(Month/Day/Year) 02/29/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) CFO/Treasurer 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	
(Instr. 3)		any (Month/Day/Year)	Code	(Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Month/Day/Teat)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	02/29/2016		A	1,794 (1)	A	\$ 0	21,804 (2)	D	
Common Stock	02/29/2016		F	674 (3)	D	\$ 36.26	21,130 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security		Acquired								Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Lynch James Patrick 110 W. TAYLOR STREET SAN JOSE, CA 95110

CFO/Treasurer

Signatures

/s/ Suzy Papazian Attorney-in-Fact for James P. Lynch

03/02/2016

**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).
- Represents 1,794 shares of common stock that became issuable pursuant to the vesting of Restricted Stock Units ("RSU") upon the (1) attainment of certain performance goal based on return on equity ("ROE") measured over the 2015 calendar year period and continued service by the reporting person through December 31, 2015.
- Represents 13,132 shares of the issuer's common stock, 2,500 shares of the issuer's common stock held under a Roth IRA account, and 6,172 shares of the issuer's common stock underlying restricted stock units.
- Represents 674 shares of common stock withheld by the issuer in satisfaction of the applicable withholding taxes on shares of common **(3)** stock that became issuable pursuant to the vesting of the ROE RSU reported herein.
- Represents 12,458 shares of the issuer's common stock, 2,500 shares of the issuer's common stock held under a Roth IRA account, and 6,172 shares of the issuer's common stock underlying restricted stock units.

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.

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