

SJW CORP  
Form 4  
April 30, 2015

**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 \*

CALI MARK L

(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)

01/26/2015

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/26/2015		G	V 5,080 (1) D \$ 0	16,521 (2)	D	
Common Stock	01/26/2015		G	V 5,080 (1) A \$ 0	31,847	I	By the Mark Cali Revocable Trust
Common Stock	04/29/2015		A	1,169 (3) A \$ 0	17,690 (4)	D	
Common Stock	04/29/2015		G	V 1,286 (1) D \$ 0	16,404 (5)	D	
Common	04/29/2015		G	V 1,286 A \$ 0	33,133	I	By the Mark

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Stock	(1)			
				Cali Revocable Trust
Common Stock		26,700	I	By spouse's Revocable Trust
Common Stock		71,498	I	By the Cali Family Gift Trust
Common Stock		170,096	I	By the Cali 1994 Living Trust
Common Stock		1,200	I	By spouse's IRA
Common Stock		288	I	By Clark Cali

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 Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

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

CALI MARK L  
110 W. TAYLOR STREET  
SAN JOSE, CA 95110

## Signatures

/s/Suzy Papazian Attorney-in-Fact for Mark  
L. Cali

04/30/2015

    \*\*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 shares of the issuer's common stock issued in the name of The Mark Cali Revocable Trust upon settlement of restricted stock units previously reported by the reporting person in Table I as directly owned.
- (2) Includes 15,235 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 1,286 shares of the issuer's common stock underlying restricted stock units.  
  
Represents 1,169 restricted stock units granted to the reporting person under the Issuer's Long-Term Incentive Plan. Each restricted stock unit will entitle the reporting person to receive one share of the Issuer's common stock when that unit vests. The units will vest in full upon the reporting person's continuation in Board service through the day immediately preceding the date of the Issuer's 2016 annual shareholders meeting, subject to accelerated vesting under certain prescribed circumstances.
- (3) Includes 15,235 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 2,455 shares of the issuer's common stock underlying restricted stock units.
- (4) Includes 15,235 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 1,169 shares of the issuer's common stock underlying restricted stock units.
- (5)

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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