

SJW GROUP  
Form 4  
January 05, 2017

**FORM 4**

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

OMB APPROVAL

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**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 \*  
ROTH W RICHARD

(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)  
01/03/2017

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)  
President & CEO

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)
Common Stock	01/03/2017		A	V Amount 2,223 (1)	(A) or (D) Price \$ 41.94	D	
Common Stock	01/03/2017		F	V Amount 3,474 (3)	D Price \$ 55.14	D	
Common Stock	01/03/2017		G	V Amount 5,433 (5)	D Price \$ 0	D	
Common Stock	01/03/2017		G	V Amount 5,433 (5)	A Price \$ 0	I	By the W. Richard Roth and Viviane L. Roth

Common Stock					18,300	I	Community Property Revocable Trust dated Dec. 17, 2004 By Separate Property 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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
ROTH W RICHARD 110 W TAYLOR STREET SAN JOSE, CA 95110	X		President & CEO	

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth 01/04/2017

\_\_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).

The securities represent deferred shares of the issuer's common stock credited to the reporting person's 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 2016 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 January 3, 2017 based on the average of the closing selling prices of the issuer's common stock on each of the dates during the 2016 calendar year on which actual dividends on the common stock were paid.

- (1)
- (2) Includes 21,598 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms and 117,330 shares of the issuer's common stock underlying deferred restricted stock.

Represents 3,474 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 8,907 shares of common stock underlying restricted stock units ("RSUs") that vested and became issuable on January 3, 2017 pursuant to the terms of the January 2, 2014 and August 4, 2014 Restricted Stock Issuance Agreements between the issuer and the reporting person. The issuable shares were previously reported as Table I securities at the time the RSUs were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.

- (3)
- (4) Includes 5,433 shares of the issuer's common stock, 12,691 shares of common stock underlying RSUs, which will vest and become issuable in accordance with their terms, and 117,330 shares of the issuer's common stock underlying deferred restricted stock.

Represents an aggregate of 5,433 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 3 above.

- (5)
- (6) Includes 12,691 shares of common stock underlying RSUs, which will vest and become issuable in accordance with their terms and 117,330 shares of the issuer's common stock underlying deferred restricted stock.

Includes an aggregate of 5,433 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of RSUs described in footnote 3 above.

(7)

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.