

CALIFORNIA WATER SERVICE GROUP

Form 4

March 07, 2017

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 *
 Townsley Paul G.

2. Issuer Name and Ticker or Trading Symbol
 CALIFORNIA WATER SERVICE GROUP [CWT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1720 NORTH FIRST STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2017

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP, Rates & Reg Matters

SAN JOSE, CA 95112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Ownership (Instr. 4)
Common Stock	03/03/2017		F	36 ⁽¹⁾ D	\$ 36.5 12,919	D	
Common Stock	03/04/2017		F	39 ⁽²⁾ D	\$ 36.5 12,880	D	
Common Stock	03/04/2017		A	3,531 ⁽³⁾ A	\$ 36.5 16,411	D	
Common Stock	03/04/2017		F	1,663 ⁽⁴⁾ D	\$ 36.5 14,748	D	

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)
				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
Townsley Paul G. 1720 NORTH FIRST STREET SAN JOSE, CA 95112	VP, Rates & Reg Matters

Signatures

/s/ Michelle Mortensen on behalf of Paul G.
Townsley 03/07/2017

**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).
- (1) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Award (RSA) Award #343.
- (2) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Award (RSA) Award #285.
- (3) On 3/4/2014, the reporting person was granted a Restricted Stock Unit (RSU) of 2,622 shares of common stock. The RSU vested in full based on satisfaction of certain performance criteria approved by the Board of Directors. The performance criteria was met resulting in 135% payout of the original goal.
- (4) Represents the number of shares withheld by and surrendered to the Issuer to satisfy the tax withholding obligations that arose in connection with the vesting of the Restricted Stock Unit (RSU) Award #319.

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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