SJW CORP Form 4 April 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

Common

Stock

04/02/2007

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * YOO R SCOTT		Symbol	Name and	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) 374 W. SAN	Middle) 3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2007			(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Chief Operating Officer			
	(Street)		ndment, Da nth/Day/Year	ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE,	CA 95113				Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V Amount

A

10 (1)

(D)

Price

36.25

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

 $3,200^{(2)}$

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

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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)						
										A 4		
										Amount		
							Date	Expiration	T:41-	or Namelana		
						Exercisable	Date		Number			
				C + V	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

YOO R SCOTT 374 W. SANTA CLARA STREET SAN JOSE, CA 95113

Chief Operating Officer

Signatures

/s/ Suzy Papazian Attorney-in-Fact for R. Scott Yoo

04/03/2007

**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 initally in the addition of a cash sum to the account equal to the dividends which would have been paid during the first quarter of 2007 on shares covered by the reporting person's April 2003 Stock Option and the

- (1) deferred stock credited thereunder pursuant to dividend equivalent rights had all such stock actually been issued and outstanding on March 1, 2007, the dividend payment date. The accumulated sum was then converted into additional shares of deferred stock on the first business day following the end of the 2007 first quarter based on the closing selling price of the issuer's common stock on March 1, 2007, on which date actual dividends on the common stock were paid during the first quarter of 2007.
- Includes 207 shares of Common Stock, 2,064 shares underlying restricted stock units, and 929 shares of deferred stock which may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer and which will be distributed as actual shares of Common Stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

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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