

ROTH W RICHARD

Form 4

December 30, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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 CORP [SJW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/29/2010**

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	12/29/2010		M	10,000 A	\$ 14.85 225,894 <sup>(1)</sup>	D	
Common Stock	12/29/2010		S	3,894 D	\$ 26.5 222,000 <sup>(2)</sup>	D	
Common Stock	12/29/2010		S	100 D	\$ 26.53 221,900 <sup>(3)</sup>	D	
Common Stock	12/29/2010		S	1,400 D	\$ 26.54 220,500 <sup>(4)</sup>	D	
Common Stock	12/29/2010		S	500 D	\$ 26.63 220,000 <sup>(5)</sup>	D	

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Common Stock	12/29/2010	S	500	D	\$ 26.65	219,500 <u>(6)</u>	D
Common Stock	12/29/2010	S	106	D	\$ 26.66	219,394 <u>(7)</u>	D
Common Stock	12/29/2010	S	1,100	D	\$ 26.67	218,294 <u>(8)</u>	D
Common Stock	12/29/2010	S	400	D	\$ 26.68	217,894 <u>(9)</u>	D
Common Stock	12/29/2010	S	800	D	\$ 26.69	217,094 <u>(10)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.7	216,994 <u>(11)</u>	D
Common Stock	12/29/2010	S	200	D	\$ 26.75	216,794 <u>(12)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.76	216,694 <u>(13)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.82	216,594 <u>(14)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.86	216,494 <u>(15)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.87	216,394 <u>(16)</u>	D
Common Stock	12/29/2010	S	100	D	\$ 26.88	216,294 <u>(17)</u>	D
Common Stock	12/29/2010	S	400	D	\$ 26.9	215,894 <u>(18)</u>	D

Common Stock	18,300	I	By Separate Property Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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Security				(D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.85	12/29/2010	M				01/02/2005 <sup>(19)</sup>	01/01/2014	Common Stock	10,000

## 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/ Willie D. Brown Attorney-in-Fact for W. Richard  
Roth 12/30/2010

\_\_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) Includes 33,479 shares of Common Stock of SJW Corp. (the "Company") and 10,000 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 84,851 shares underlying restricted stock units and 97,564 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (2) Includes 39,585 shares of Common Stock, 84,851 shares underlying restricted stock units and 97,564 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (3) Includes 39,485 shares of Common Stock, 84,851 shares underlying restricted stock units and 97,564 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (4) Includes 38,085 shares of Common Stock, 84,851 shares underlying restricted stock units and 97,564 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (5) Includes 37,585 shares of Common Stock, 84,851 shares underlying restricted stock units and 97,564 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

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stock options. Therefore, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2005, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2006, 10,643 shares of Common Stock of the Company became exercisable on January 2, 2007, and 10,643 shares of Common Stock of the Company became exercisable on January 2, 2008.

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.