

SJW CORP  
Form 4  
April 28, 2016

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARMSTRONG KATHARINE

(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)

04/27/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/27/2016		A	957 <sup>(1)</sup>	A \$ 0 5,676 <sup>(2)</sup>	D	
Common Stock	04/27/2016		G	V <sup>(3)</sup> 1,169	D \$ 0 4,507 <sup>(4)</sup>	D	
Common Stock	04/27/2016		G	V <sup>(3)</sup> 1,169	A \$ 0 3,836	I	By Katharine Armstrong as Trustee for the Katharine Armstrong Love

Exempt  
Trust U/A/D  
6/30/2009

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 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 Repor Trans (Instr
				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
ARMSTRONG KATHARINE 110 W TAYLOR STREET SAN JOSE, CA 95110	X

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for Katharine  
Armstrong

04/28/2016

\_\_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 957 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 2017 annual shareholders meeting, subject to accelerated vesting under certain prescribed circumstances.

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- (2) Includes 2,550 shares of the Issuer's common stock, 2,126 shares of the issuer's common stock underlying restricted stock units and 1,000 shares of the issuer's common stock held in an IRA account.

Represents shares of the issuer's common stock issued in the name of Katharine Armstrong as Trustee for the Katharine Armstrong Love

- (3) Exempt Trust U/A/D 6/30/2009 upon settlement of restricted stock units previously reported by the reporting person in Table I as directly owned.

- (4) Includes 2,550 shares of the Issuer's common stock, 957 shares of the issuer's common stock underlying restricted stock units and 1,000 shares of the issuer's common stock held in an IRA account.

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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