ROTH W RICHARD

Form 4

February 01, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

SECURITIES

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ROTH W RICHARD** Issuer Symbol SJW CORP [SJW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 374 W. SANTA CLARA STREET 01/30/2006 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95113 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

54,922 (2) D

7,000 Common 01/30/2006 A A \$0 (1) Stock

By Common separate 9,150 I Stock property

trust

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securitie	es	(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)						
								Λ.	mount		
									mount		
						Date Expir Exercisable Date		Title N	r Jumber		
								of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Relationships

Reporting Owners

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other

ROTH W RICHARD

374 W. SANTA CLARA STREET X President & CEO

SAN JOSE, CA 95113

Signatures

/s/ Suzy Papazian, Attorney-In-Fact for W. Richard 01/30/2006 Roth

> **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).

Represents 7,000 restricted stock units granted to Mr. Roth under the issuer?s Long-Term Incentive Plan. Each restricted stock unit will entitle Mr. Roth to receive one share of the issuer?s common stock when that unit vests. The units will vest in four successive equal annual installments upon Mr. Roth?s completion of each year of service with the issuer over the four-year period measured from the issue

- (1) date of the units. The units may also vest in full upon the reporting person's termination of employment with the issuer under certain prescribed circumstances or upon certain changes in control or ownership of the issuer. The restricted stock units also include dividend equivalent rights with respect to the underlying shares of the issuer?s common stock, and the amounts accumulated pursuant to those rights will vest and be paid in cash as the shares underlying the restricted stock units vest and are issued.
- Includes (1) 7,000 restricted stock units which are the subject of this Form 4 plus (2) 47,922 shares of deferred stock which may be subject in whole or in part to vesting schedules tied to Mr. Roth?s continued service with the issuer and which 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).

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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