SJW CORP
Form 4
February 01, 2008

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH W RICHARD

(Last) (First) (Middle)

374 W. SANTA CLARA STREET

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SJW CORP [SJW]

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/30/2008 | | F | | 1,251 (1) | D | $ 28.8 | 134,845 (2) | D | |
| Common Stock | 01/30/2008 | | A | | 14,000 (3) | A | $ 0 | 148,845 (4) | D | |
| Common Stock | | | | | | | | 18,300 | I | By separate property trust |

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**

SEC 1474 (9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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 Owne Follo Repo 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 |
| ROTH W RICHARD<br>374 W. SANTA CLARA STREET<br>SAN JOSE, CA 95113 | X | | President & CEO | |

# Signatures

| /s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth | 01/31/2008 |
|---|---|
| **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 1,251 shares of Common Stock of SJW Corp. (the "Company") withheld by the Company to satisfy withholding taxes per the terms of the Restricted Stock Unit Issuance Agreement between the Company and Mr. Roth dated January 30, 2006 (the "Agreement").

**(2)** Includes 2,249 shares of Common Stock of the Company issued to Mr. Roth on January 30, 2008 under the Agreement and 12,300 shares of Common Stock. Also includes 25,667 shares underlying restricted stock units and 94,629 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 Company or the attainment of performance goals, and which will be distributed as actual shares of common stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the Company).

**(3)** Represents 14,000 restricted stock units granted to Mr. Roth under the Company's Long-Term Incentive Plan. Each unit will entitle Mr. Roth to receive one share of the Company's Common Stock when that unit vests. The units will vest in three successive equal installments upon Mr. Roth's completion of each year of service with the Company over a three-year period measured from the issue date of the units. The units will vest in full on an accelerated basis upon Mr. Roth's termination of service with the Company under certain prescribed circumstances. This grant does not include dividend equivalent rights.

**(4)** Includes 14,549 shares of Common Stock, 39,667 shares underlying restricted stock units and 94,629 shares of deferred stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or the attainment of performance goals, and will be distributed as actual shares of the Company's common stock either at the time of vesting or at a specified time thereafter (including termination of service with the Company). Does not include a grant of 7,000 performance-based restricted stock units granted to Mr. Roth on January 30, 2008 under the Company's Long-Term Incentive Plan. Such grant is subject to the approval of the amended and restated Long-Term Incentive Plan by the shareholders of the Company.

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.