

SJW CORP  
Form 4  
May 01, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CALI MARK L

(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)  
01/28/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 01/28/2014                           |  | G                              | V 4,947 (1) D \$ 0  | 20,171 (2)  | D  |                                   |
| Common Stock                    | 01/28/2014                           |  | G                              | V 4,947 (1) A \$ 0  | 28,586  | I  | By the Mark Cali Revocable Trust  |
| Common Stock                    | 04/30/2014                           |  | A                              | 1,286 (3) A \$ 0  | 21,457 (4)  | D  |                                   |
| Common Stock                    | 04/30/2014                           |  | G                              | V 381 (5) D \$ 0  | 21,076 (6)  | D  |                                   |
| Common                          | 04/30/2014                           |  | G                              | V 381 (5) A \$ 0  | 28,967  | I  | By the Mark                       |

|              |  |  |  |         |   |  |  |                               |
|--------------|--|--|--|---------|---|--|--|-------------------------------|
| Stock        |  |  |  |         |   |  |  | Cali Revocable Trust          |
| Common Stock |  |  |  | 76,998  | I |  |  | By the Cali Family Gift Trust |
| Common Stock |  |  |  | 170,096 | I |  |  | By the Cali 1994 Living Trust |
| Common Stock |  |  |  | 1,200   | I |  |  | By spouse's IRA               |
| Common Stock |  |  |  | 27,000  | I |  |  | By spouse's Revocable Trust   |
| Common Stock |  |  |  | 288     | I |  |  | By Clark Cali                 |

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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
|                                | X             |           |         |       |

CALI MARK L  
110 W. TAYLOR STREET  
SAN JOSE, CA 95110

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for Mark  
L. Cali

05/01/2014

\_\_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 shares of the issuer's common stock issued in the name of The Mark Cali Revocable Trust upon settlement of deferred stock previously reported by the reporting person in Table I as directly owned.
- (2) Includes 19,790 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 381 shares of the issuer's common stock underlying restricted stock units.  
  
Represents 1,286 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 2015 annual shareholders meeting, subject to accelerated vesting under certain prescribed circumstances.
- (3) Includes 19,790 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 1,667 shares of the issuer's common stock underlying restricted stock units.
- (4) Represents shares of the issuer's common stock issued in the name of The Mark Cali Revocable Trust upon settlement of restricted stock units previously reported by the reporting person in Table I as directly owned.
- (5) Includes 19,790 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 1,286 shares of the issuer's common stock underlying restricted stock units.
- (6)

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.