

SJW GROUP
Form 4
January 05, 2017

FORM 4

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

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).

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 *
Papazian Suzy

(Last) (First) (Middle)
110 W TAYLOR STREET
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2017

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)
Gen. Counsel/Corp. Secretary

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 | 01/03/2017 | | A | V 1,152 (1) | \$ 0 7,255 (2) | D | |
| Common Stock | 01/03/2017 | | F | 213 (3) D | \$ 55.14 7,042 (4) | D | |
| Common Stock | 01/03/2017 | | G | V 277 (5) D | \$ 0 6,765 (6) | D | |
| Common Stock | 01/03/2017 | | G | V 277 (5) A | \$ 0 2,599 (7) | I | By the John Affaki and Suzy Papazian Living |

Trust dated
December
10, 2008

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.

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(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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Papazian Suzy 110 W TAYLOR STREET SAN JOSE, CA 95110 | | | Gen. Counsel/Corp. Secretary | |

Signatures

/s/ Suzy
Papazian

01/04/2017

**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 1,152 shares of common stock underlying restricted stock units ("RSUs") granted to the reporting person under the issuer's Long-Term Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock upon vesting of the RSU. The RSUs will vest in three annual successive installment upon the completion of the reporting person's completion of each year of services with the issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed

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circumstances.

- (2) Represents 2,972 shares of the issuer's common stock and 4,283 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

Represents 213 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 490 shares of common stock underlying RSUs that vested and became issuable on January 3, 2017 pursuant to the terms

- (3) of the January 2, 2014 and January 2, 2015 Restricted Stock Issuance Agreements between the issuer and the reporting person. The issuable shares were previously reported as Table I securities in the Form 3 filed on April 30, 2015, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.
- (4) Represents 3,249 shares of the issuer's common stock and 3,793 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (5) Represents an aggregate of 277 shares of common stock that were issued and transferred to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 immediately following the vesting of RSUs described in footnote 3 above.
- (6) Represents 2,972 shares of the issuer's common stock and 3,793 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (7) Includes an aggregate of 277 shares of common stock that were issued and transferred to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 immediately following the vesting of RSUs described in footnote 3 above.

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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