

ROTH W RICHARD
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
ROTH W RICHARD

(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)
12/19/2012

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)
President & CEO

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 or Price | | |
| Common Stock | 12/19/2012 | | M | | 15,244 A \$ 14.85 | 219,119 ⁽¹⁾ | D |
| Common Stock | 12/19/2012 | | S | | 7,653 D \$ 25.5 | 211,466 ⁽²⁾ | D |
| Common Stock | 12/19/2012 | | S | | 300 D \$ 25.51 | 211,166 ⁽³⁾ | D |
| Common Stock | 12/19/2012 | | S | | 3,556 D \$ 25.52 | 207,610 ⁽⁴⁾ | D |
| Common Stock | 12/19/2012 | | S | | 700 D \$ 25.53 | 206,910 ⁽⁵⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------------------|---|
| Common Stock | 12/19/2012 | S | 200 | D | \$ 25.55 | 206,710 ⁽⁶⁾ | D |
| Common Stock | 12/19/2012 | S | 100 | D | \$ 25.56 | 206,610 ⁽⁷⁾ | D |
| Common Stock | 12/19/2012 | S | 500 | D | \$ 25.59 | 206,110 ⁽⁸⁾ | D |
| Common Stock | 12/19/2012 | S | 100 | D | \$ 25.6 | 206,010 ⁽⁹⁾ | D |
| Common Stock | 12/19/2012 | S | 399 | D | \$ 25.61 | 205,611 ⁽¹⁰⁾ | D |
| Common Stock | 12/19/2012 | S | 400 | D | \$ 25.63 | 205,211 ⁽¹¹⁾ | D |
| Common Stock | 12/19/2012 | S | 300 | D | \$ 25.64 | 204,911 ⁽¹²⁾ | D |
| Common Stock | 12/19/2012 | S | 430 | D | \$ 25.65 | 204,481 ⁽¹³⁾ | D |
| Common Stock | 12/19/2012 | S | 6 | D | \$ 25.67 | 204,475 ⁽¹⁴⁾ | D |
| Common Stock | 12/19/2012 | S | 100 | D | \$ 25.69 | 204,375 ⁽¹⁵⁾ | D |
| Common Stock | 12/19/2012 | S | 100 | D | \$ 25.7 | 204,275 ⁽¹⁶⁾ | D |
| Common Stock | 12/19/2012 | S | 100 | D | \$ 25.72 | 204,175 ⁽¹⁷⁾ | D |
| Common Stock | 12/19/2012 | S | 300 | D | \$ 25.93 | 203,875 ⁽¹⁸⁾ | D |
| Common Stock | 12/20/2012 | M | 1,100 | D | \$ 14.85 | 204,975 ⁽¹⁹⁾ | D |
| Common Stock | 12/20/2012 | S | 700 | D | \$ 25.5 | 204,275 ⁽²⁰⁾ | D |
| Common Stock | 12/20/2012 | S | 400 | D | \$ 25.57 | 203,875 ⁽²¹⁾ | 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.

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 14.85 | 12/19/2012 | | M | 15,244 | 01/02/2005 01/01/2014 | Common Stock | 15,244 |
| Stock Option | \$ 14.85 | 12/20/2012 | | M | 1,100 | 01/02/2005 01/01/2014 | Common Stock | 1,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTH W RICHARD 110 W TAYLOR STREET SAN JOSE, CA 95110 | X | | President & CEO | |

Signatures

/s/Suzy Papazian, Attorney-in-Fact for W.
Richard Roth
12/21/2012

**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) Includes 62,654 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (2) Includes 55,001 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (3) Includes 54,701 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

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(15) Includes 47,910 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(16) Includes 47,810 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(17) Includes 47,710 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(18) Includes 47,410 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(19) Includes 48,510 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(20) Includes 47,810 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(21) Includes 47,410 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 103,294 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(22) The stock options are exercisable according to the vesting schedule. The shares vest in four successive annual installments upon Mr. Roth's completion of each year of service with the Company over a four-year period measured from the January 2, 2004 issue date of the stock options. Therefore, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2005, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2006, 10,643 shares of Common Stock of the Company became exercisable on January 2, 2007, and 10,643 shares of Common Stock of the Company became exercisable on January 2, 2008.

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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