

SJW GROUP  
Form 4  
March 02, 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 \*  
**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 GROUP [SJW]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2017**

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)  
**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/28/2017                           |  | A                              |   | 6,639 (1) \$ 0  | D  |   |
| Common Stock                    | 02/28/2017                           |  | F                              |   | 2,494 (3) \$ 48.53  | D  |   |
| Common Stock                    | 02/28/2017                           |  | G                              | V   | 4,145 (5) \$ 0  | D  |   |
| Common Stock                    | 02/28/2017                           |  | G                              | V   | 4,145 (5) \$ 0  | I  | By the W. Richard Roth and Viviane L. Roth            |

|              |  |  |  |  |        |   |  |
|--------------|--|--|--|--|--------|---|--|
| Common Stock |  |  |  |  | 18,300 | I | Community Property Revocable Trust dated Dec. 17, 2004<br>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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

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

## Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth 03/02/2017

\_\_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).

- Represents 6,639 shares of common stock that became issuable pursuant to the vesting of Restricted Stock Units ("RSU") upon the attainment of certain performance goal based on return on equity ("ROE") measured over the 2016 calendar year period and continued service by the reporting person through December 31, 2016.
- (1) Represents 19,330 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms and 117,330 shares of the issuer's common stock underlying deferred restricted stock.
- (2) Represents 2,494 shares of common stock withheld by the issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of the ROE RSU reported herein.
- (3) Includes 4,145 shares of the issuer's common stock, 12,691 shares of common stock underlying RSUs which will vest and become issuable in accordance with their terms, and 117,330 shares of the issuer's common stock underlying deferred restricted stock.
- Represents an aggregate of 4,145 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of the ROE RSU described in footnote 1 above.
- (5) Includes 12,691 shares of common stock underlying RSUs, which will vest and become issuable in accordance with their terms and 117,330 shares of the issuer's common stock underlying deferred restricted stock.
- Includes an aggregate of 4,145 shares of common stock that were issued and transferred to the W. Richard Roth and Viviane L. Roth Community Property Revocable Trust dated December 17, 2004 immediately following the vesting of the ROE RSU described in footnote 1 above.
- (7)

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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