SJW GROUP Form 4 January 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Papazian Suzy Issuer Symbol SJW GROUP [SJW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 110 W TAYLOR STREET 01/04/2017 below) Gen. Counsel/Corp. Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95110 Person

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative :	Secur	ities Acc	quired, Disposed	of, or Beneficia	ally 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/04/2017		F		347 (1)	D	\$ 55.3	6,418 <u>(2)</u>	D		
Common Stock	01/04/2017		G	V	446 (3)	D	\$0	5,972 (4)	D		
Common Stock	01/04/2017		G	V	446 (3)	A	\$ 0	3,045 (5)	I	By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if TransactionNu		orNumber	nber Expiration Date		Amou	nt of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired						J
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or Number			
							Exercisable	Date	Title			
				Code V	(A) (D)				of Charac			
					Code V	(A) (D)				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 01/05/2017

**Signature of Date
Reporting Person

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 347 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 793 shares of common stock underlying restricted stock units ("RSUs") that vested and became issuable on January 4,

- (1) 2017 pursuant to the terms of the January 4, 2016 Restricted Stock Issuance Agreement between the issuer and the reporting person. The issuable shares were previously reported as Table I securities at the time the restricted stock units were granted, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.
- (2) Represents 3,418 shares of the issuer's common stock and 3,000 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(3)

Reporting Owners 2

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Represents an aggregate of 446 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 1 above.

- (4) Represents 2,972 shares of the issuer's common stock and 3,000 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (5) Includes an aggregate of 446 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 1 above.

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.