

SJW CORP
Form 4
February 06, 2007

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)
374 W. SANTA CLARA STREET
(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2007

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 or Price | | |
| Common Stock | 02/02/2007 | | M | | 800 A \$ 14 | 134,661 ⁽¹⁾ | D |
| Common Stock | 02/02/2007 | | S | | 400 D \$ 39.09 | 134,261 ⁽²⁾ | D |
| Common Stock | 02/02/2007 | | S | | 400 D \$ 39 | 133,861 ⁽³⁾ | D |
| Common Stock | 02/06/2007 | | M | | 10,100 A \$ 14 | 143,961 ⁽⁴⁾ | D |
| Common Stock | 02/06/2007 | | S | | 3,400 D \$ 39.05 | 140,561 ⁽⁵⁾ | D |

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Common Stock 02/06/2007 S 6,700 D \$ 39 133,861 ⁽⁶⁾ 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.

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Common Stock | \$ 14 | 02/02/2007 | | M | 800 | 04/29/2004 ⁽⁷⁾ 04/29/2013 | Common Stock | 800 |
| Common Stock | \$ 14 | 02/06/2007 | | M | 10,100 | 04/29/2004 ⁽⁷⁾ 04/29/2013 | Common Stock | 10,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROTH W RICHARD 374 W. SANTA CLARA STREET SAN JOSE, CA 95113 | X | | President & CEO | |

Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard Roth 02/06/2007

__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).

Includes 2,249 shares of Common Stock of SJW Corp. (the "Company") and 800 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 31,500 shares underlying restricted stock units and 100,112 shares of
(1) deferred restricted stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

Includes 2,249 shares of Common Stock of the Company and 400 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 31,500 shares underlying restricted stock units and 100,112 shares of deferred restricted
(2) stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer.)

Includes 2,249 shares of Common Stock of the Company. Also includes 31,500 shares underlying restricted stock units and 100,112
(3) shares of deferred restricted stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer.)

Includes 2,249 shares of Common Stock of the Company and 10,100 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 31,500 shares underlying restricted stock units and 100,112 shares of deferred
(4) restricted stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

Includes 2,249 shares of Common Stock of the Company and 6,700 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 31,500 shares underlying restricted stock units and 100,112 shares of deferred
(5) restricted stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer.)

Includes 2,249 shares of Common Stock of the Company. Also includes 31,500 shares underlying restricted stock units and 100,112
(6) shares of deferred restricted stock. These shares may be subject in whole or in part to vesting schedules tied to Mr. Roth's continued service with the Company or his performance and will be distributed as actual shares of Common Stock of the Company either at the time of vesting or at a specified time thereafter (including termination of service with the issuer.)

The stock options are exercisable according to the vesting schedule. The shares vest in four successive equal annual installments upon
(7) Mr. Roth's completion of each year of service with the Company over a four-year period measured from the April 29, 2003 issue date of the stock options. Therefore 11,406 shares of Common Stock of the Company became exercisable on April 29, 2004, April 29, 2005 and April 29, 2006 and the remaining 11,406 shares will become exercisable on April 29, 2007.

(8) The exercise price is \$14.00 per share.

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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