

YIP ANGELA
Form 4
January 05, 2009

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 *
YIP ANGELA

(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)
01/02/2009

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)
Executive VP of Finance

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	01/02/2009		A		61 ⁽¹⁾ \$ 28.17	7,623 ⁽²⁾	D
Common Stock	01/02/2009		A		1,700 ⁽³⁾ \$ 0	9,323 ⁽⁴⁾	D
Common Stock	01/02/2009		F		159 ⁽⁵⁾ \$ 29.41	9,164 ⁽⁶⁾	D

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

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- (4) Includes 5,523 shares of Common Stock, 3,585 shares underlying restricted stock units, and 215 shares of deferred stock which will be distributed as actual shares of the issuer's Common Stock on January 5, 2009.

Represents 159 shares of Common Stock of the issuer withheld by the issuer in satisfaction of the applicable withholding taxes on certain

- (5) shares of Common Stock that became issuable on January 2, 2009 pursuant to the terms of the January 2, 2008 Restricted Stock Unit Issuance Agreement between the reporting person and the issuer. 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.

- (6) Includes 5,364 shares of Common Stock, 3,585 shares of underlying restricted stock units, and 215 shares of deferred stock which will be distributed as actual shares of the issuer's Common Stock on January 5, 2009.

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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