

ARMSTRONG KATHARINE

Form 4

April 27, 2018

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARMSTRONG KATHARINE

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

110 W TAYLOR ST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN JOSE, CA 95110

(City) (State) (Zip)

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)
Common Stock	04/25/2018		A	V Amount (1) 1,055	A \$ 0 5,760 (2)	D	
Common Stock	04/25/2018		G	V (3) 1,155	D \$ 0 4,605 (4)	D	
Common Stock	04/25/2018		G	V (3) 1,155	A \$ 0 5,948	I	By Katharine Armstrong as Trustee for the Katharine Armstrong Love

Exempt
Trust U/A/D
6/30/2009

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

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG KATHARINE 110 W TAYLOR ST SAN JOSE, CA 95110		X		

Signatures

/s/ Willie Brown Attorney-in-Fact for Katharine
Armstrong

04/27/2018

__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) Represents 1,055 restricted stock units granted to the reporting person under the Issuer's Long-Term Incentive Plan. Each restricted stock unit will entitle the reporting person to receive one share of the Issuer's common stock when that unit vests. The units will vest in full upon the reporting person's continuation in Board service through the day immediately preceding the date of the Issuer's 2019 annual stockholders meeting, subject to accelerated vesting under certain prescribed circumstances.

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- (2) Includes 2,550 shares of the issuer's common stock, 2,210 shares of the issuer's common stock underlying restricted stock units, and 1,000 shares of the issuer's common stock held in an IRA account.

Represents shares of the issuer's common stock issued in the name of Katharine Armstrong as trustee for the Katharine Armstrong Love Exempt Trust U/A/D 6/30/2009 upon settlement of restricted stock units previously reported by the reporting person in Table I as directly owned.

- (4) Includes 2,550 shares of the issuer's common stock, 1,055 shares of the issuer's common stock underlying restricted stock units, and 1,000 shares of the issuer's common stock held in an IRA account.

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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