

Papazian Suzy
Form 4
January 03, 2019

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Papazian Suzy

(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)

01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Gen. Counsel/Corp. Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/02/2019		A	(A) or (D) Amount 1,352 (1)	\$ 0 7,870 (2)	D	
Common Stock	01/02/2019		F	170 (3) D	\$ 54.74 7,700 (4)	D	
Common Stock					5,526	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)

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

Papazian Suzy
110 W TAYLOR STREET
SAN JOSE, CA 95110

Gen. Counsel/Corp. Secretary

Signatures

/s/ Suzy
Papazian

01/03/2019

**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 1,352 shares of the common stock underlying restricted stock units ("RSUs") granted to the reporting person under the issuer's Long-Term Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock upon vesting of the RSU. The RSUs will vest in three annual successive installment upon the completion of the reporting person's each year of service with the issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.
- Represents 3,703 shares of the issuer's common stock and 4,167 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- Represents 170 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 417 shares of common stock underlying RSUs that vested and became issuable on January 2, 2019 pursuant to the terms

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of the January 2, 2018 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.

- (4) Represents 3,950 shares of the issuer's common stock and 3,750 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

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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