

AVILA-WALKER WENDY

Form 4

February 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AVILA-WALKER WENDY

(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)
09/13/2016

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 below) ____ Other (specify below)

VP of Finance, Controller

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 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	09/13/2016		S	321 D	\$ 42.57 1,030 ⁽¹⁾	D	
Common Stock	01/03/2017		F	75 ⁽²⁾ D	\$ 55.14 955 ⁽³⁾	D	
Common Stock	01/03/2017		F	68 ⁽⁴⁾ D	\$ 55.14 887 ⁽⁵⁾	D	
Common Stock	01/03/2017		A	291 ⁽⁶⁾ A	\$ 0 1,178 ⁽⁷⁾	D	
Common Stock	01/04/2017		F	79 ⁽⁸⁾ D	\$ 55.3 1,099 ⁽⁹⁾	D	

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Common Stock	06/14/2017	S	288	D	\$ 52.41	1,083 ⁽¹⁰⁾	D
Common Stock	06/29/2017	S	272	D	\$ 52.31	811 ⁽¹¹⁾	D
Common Stock	01/02/2018	F	68 ⁽¹²⁾	D	\$ 63.47	1,012 ⁽¹³⁾	D
Common Stock	01/02/2018	A	300 ⁽¹⁴⁾	A	\$ 0	1,312 ⁽¹⁵⁾	D
Common Stock	01/03/2018	F	42 ⁽¹⁶⁾	D	\$ 62.87	1,270 ⁽¹⁷⁾	D
Common Stock	01/04/2018	F	79 ⁽⁸⁾	D	\$ 61.82	1,191 ⁽¹⁸⁾	D
Common Stock	04/25/2018	A	352 ⁽¹⁹⁾	A	\$ 0	1,781 ⁽²⁰⁾	D
Common Stock	01/02/2019	A	1,151 ⁽²¹⁾	A	\$ 0	3,131 ⁽²²⁾	D
Common Stock	01/02/2019	F	40 ⁽²³⁾	D	\$ 54.74	3,091 ⁽²⁴⁾	D
Common Stock	01/03/2019	F	39 ⁽²⁵⁾	D	\$ 55.05	3,052 ⁽²⁶⁾	D
Common Stock	01/04/2019	F	74 ⁽²⁷⁾	D	\$ 56.83	2,978 ⁽²⁸⁾	D
Common Stock	01/31/2019	J V	245 ⁽²⁹⁾	A	\$ 50.96	3,223 ⁽³⁰⁾	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 10)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AVILA-WALKER WENDY 110 W. TAYLOR STREET SAN JOSE, CA 95110	VP of Finance, Controller

Signatures

/s/ Wendy
Avila-Walker 02/13/2019

__Signature of Reporting Date
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).
- (1) Represents the total securities beneficially owned by the Reporting Person as a result of various transactions occurred prior to September 13, 2016, which transactions consist of grants of restricted stock units ("RSUs"), issuance of shares under the Issuer's Employee Stock Purchase Plan (the "ESPP"), holdback of shares upon vesting of RSUs as payment for withholding taxes, and open market sales.
- (2) Represents 75 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 2, 2014.
- (3) Includes 857 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 98 shares of the Issuer's common stock.
- (4) Represents 68 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 2, 2015.
- (5) Includes 701 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 186 shares of the Issuer's common stock.
- (6) Represents 291 shares of the common stock underlying 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 installments upon the completion of the Reporting Person's each year of services with the Issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.
- (7) Includes 992 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 186 shares of the Issuer's common stock.
- (8) Represents 79 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 4, 2016.
- (9) Includes 811 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 288 shares of the Issuer's common stock.
- (10) Includes 272 shares of the Issuer's common stock issued on January 31, 2017 to the Reporting person pursuant to the ESPP and 811 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms.
- (11) Includes 811 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms.
- (12)

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Represents 68 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 2, 2015.

- (13) Includes 357 shares of the Issuer's common stock (including 269 shares of the Issuer's common stock issued on July 31, 2017 to the Reporting person pursuant to the ESPP) and 655 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms.

- (14) Represents 300 shares of the common stock underlying 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 installments upon the completion of the Reporting Person's each year of services with the Issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.

- (15) Includes 955 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 357 shares of the Issuer's common stock.

- (16) Represents 42 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 3, 2017.

- (17) Includes 858 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 412 shares of the Issuer's common stock.

- (18) Includes 676 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 515 shares of the Issuer's common stock.

- (19) Represents 352 shares of the common stock underlying 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 installments upon the completion of the Reporting Person's each year of services with the Issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.

- (20) Includes 753 shares of the Issuer's common stock (including 238 shares of the Issuer's common stock issued on January 31, 2018 to the Reporting person pursuant to the ESPP) and 1,028 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms.

- (21) Represents 1,151 shares of the common stock underlying 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 installments upon the completion of the Reporting Person's each year of services with the Issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.

- (22) Includes 952 shares of the Issuer's common stock (including 199 shares of the Issuer's common stock issued on July 31, 2018 to the Reporting person pursuant to the ESPP) and 2,179 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms.

- (23) Represents 40 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 2, 2018.

- (24) Includes 2,079 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 1,012 shares of the Issuer's common stock.

- (25) Represents 39 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 3, 2017.

- (26) Includes 1,982 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 1,070 shares of the Issuer's common stock.

- (27) Represents 74 shares of common stock withheld by the Issuer in satisfaction of the applicable withholding taxes on shares of common stock that became issuable pursuant to the vesting of RSUs granted on January 4, 2016.

- (28) Includes 1,800 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 1,178 shares of the Issuer's common stock.

- (29) Shares acquired in a transaction exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, under the ESPP.

- (30) Includes 1,800 shares of the Issuer's common stock underlying RSU that will vest and become issuable in accordance with their terms and 1,423 shares of the Issuer's common stock.

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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