

YOO R SCOTT  
Form 4  
January 05, 2009

**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 \*  
YOO R SCOTT

(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)

Chief Operating Officer

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 (A) or Price (D)		
Common Stock	01/02/2009		A		398 <sup>(1)</sup> A \$ 28.17	6,974 <sup>(2)</sup>	D
Common Stock	01/02/2009		A		2,890 <sup>(3)</sup> A \$ 0	9,864 <sup>(4)</sup>	D
Common Stock	01/02/2009		F		270 <sup>(5)</sup> D \$ 29.41	9,594 <sup>(6)</sup>	D

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

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SEC 1474 (9-02)



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- (4) Includes 2,803 shares of Common Stock, 5,812 shares underlying restricted stock units, and 1,249 shares of deferred stock of which 215 and 1,034 shares will be distributed as actual shares of the issuer's Common Stock on January 5, 2009 and January 7, 2009 respectively.

- Represents 270 shares of Common Stock of the issuer withheld by the issuer in satisfaction of the applicable withholding taxes on certain 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.
- (5)

- Includes 2,533 shares of Common Stock, 5,812 shares of underlying restricted stock units, and 1,249 shares of deferred stock of which 215 and 1,034 shares will be distributed as actual shares of the issuer's Common Stock on January 5, 2009 and January 7, 2009 respectively.
- (6)

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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