

McGhee Lynne P
Form 4
March 06, 2008

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 *
McGhee Lynne P

2. Issuer Name and Ticker or Trading Symbol
CALIFORNIA WATER SERVICE GROUP [CWT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1720 NORTH FIRST ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Secretary

SAN JOSE, CA 95112

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	08/06/2007		A	V	\$ 40.35	400	D
Common Stock <u>(2)</u>	03/06/2008		A	V	\$ 37.6	1,030	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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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)
Stock Appreciation Rights ⁽³⁾	\$ 37.6	03/06/2008		A	3,750	04/04/2008 03/04/2018	Common Stock 3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGhee Lynne P 1720 NORTH FIRST ST SAN JOSE, CA 95112			Corporate Secretary	

Signatures

By: Martin A. Kropelnicki For: Lynn McGhee
Date: 03/06/2008

**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) Restricted Stock Award granted 8/6/2007 pursuant to the California Water Service Group Equity Incentive Plan in a transaction exempt under Rule 16-b-3. Subject to vesting at 1/48th per month over a four-year period.
- (2) Restricted Stock Award granted 3/4/2008 pursuant to the California Water Service Group Equity Incentive Plan in a transaction exempt under Rule 16-b-3. Subject to vesting at 1/48th per month over a four-year period.
- (3) Stock settled Stock Appreciation Right (SSAR) granted pursuant to the Company's Equity Incentive Plan on 3-4-2008 at an exercise price of \$37.60 and subject to vesting at 1/48th per month over a four year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.