

Papazian Suzy
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)
02/28/2019

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 below) ___ Other (specify 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/02/2019 | | G | V 247 ⁽¹⁾ D \$ 0 | 8,371 ⁽²⁾ | D | |
| Common Stock | 01/02/2019 | | G | V 247 ⁽¹⁾ A \$ 0 | 5,773 ⁽³⁾ | I | By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 |
| Common Stock | 01/03/2019 | | G | V 228 ⁽⁴⁾ D \$ 0 | 8,143 ⁽⁵⁾ | D | |

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| | | | | | | | | | | |
|--------------|------------|--|---|---|---------------------|---|----------|-----------------------|---|---|
| Common Stock | 01/03/2019 | | G | V | 228 ⁽⁴⁾ | A | \$ 0 | 6,001 ⁽⁶⁾ | I | By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 |
| Common Stock | 01/04/2019 | | G | V | 470 ⁽⁷⁾ | D | \$ 0 | 7,673 ⁽⁸⁾ | D | |
| Common Stock | 01/04/2019 | | G | V | 470 ⁽⁷⁾ | A | \$ 0 | 6,471 ⁽⁹⁾ | I | By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 |
| Common Stock | 02/28/2019 | | F | | 418 ⁽¹⁰⁾ | D | \$ 61.17 | 7,255 ⁽¹¹⁾ | D | |
| Common Stock | 02/28/2019 | | G | V | 792 ⁽¹²⁾ | D | \$ 0 | 6,463 ⁽¹³⁾ | D | By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 |
| Common Stock | 02/28/2019 | | G | V | 792 ⁽¹²⁾ | A | \$ 0 | 7,263 ⁽¹⁴⁾ | I | |

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

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(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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

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- (10) Represents 418 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 the return on equity ("ROE") RSUs reported on the Form 4 filed on February 26, 2019.
- (11) Represents 4,683 shares of the issuer's common stock and 2,572 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (12) Represents an aggregate of 792 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 10 above.
- (13) Represents 3,891 shares of the issuer's common stock and 2,572 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
- (14) Includes an aggregate of 792 shares of common stock that were issued and transferred by the reporting person to the John Affaki and Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 10 above.

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