

SJW CORP  
Form 4  
November 13, 2008

**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 \*  
ROTH W RICHARD

(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)  
11/11/2008

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)  
President & CEO

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 (D) Price   |  |                                   |
| Common Stock                    | 11/11/2008                           |  | M                              |   | 1,271 A \$ 14   | 157,116 <sup>(1)</sup>                                   | D                                 |
| Common Stock                    | 11/11/2008                           |  | S                              |   | 71 D \$ 28.37   | 157,045 <sup>(2)</sup>                                   | D                                 |
| Common Stock                    | 11/11/2008                           |  | S                              |   | 100 D \$ 28.36  | 156,945 <sup>(3)</sup>                                   | D                                 |
| Common Stock                    | 11/11/2008                           |  | S                              |   | 100 D \$ 28.15  | 156,845 <sup>(4)</sup>                                   | D                                 |
| Common Stock                    | 11/11/2008                           |  | S                              |   | 100 D \$ 28.11  | 156,745 <sup>(5)</sup>                                   | D                                 |

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|              |            |   |       |   |          |                         |   |
|--------------|------------|---|-------|---|----------|-------------------------|---|
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.1  | 156,645 <sup>(6)</sup>  | D |
| Common Stock | 11/11/2008 | S | 200   | D | \$ 28.09 | 156,445 <sup>(7)</sup>  | D |
| Common Stock | 11/11/2008 | S | 200   | D | \$ 28.08 | 156,245 <sup>(8)</sup>  | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.01 | 156,145 <sup>(9)</sup>  | D |
| Common Stock | 11/11/2008 | S | 300   | D | \$ 28    | 155,845 <sup>(10)</sup> | D |
| Common Stock | 11/11/2008 | M | 2,329 | A | \$ 14.85 | 158,174 <sup>(11)</sup> | D |
| Common Stock | 11/11/2008 | S | 200   | D | \$ 28.46 | 157,974 <sup>(12)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.45 | 157,874 <sup>(13)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.41 | 157,774 <sup>(14)</sup> | D |
| Common Stock | 11/11/2008 | S | 200   | D | \$ 28.4  | 157,574 <sup>(15)</sup> | D |
| Common Stock | 11/11/2008 | S | 29    | D | \$ 28.37 | 157,545 <sup>(16)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.32 | 157,445 <sup>(17)</sup> | D |
| Common Stock | 11/11/2008 | S | 300   | D | \$ 28.26 | 157,145 <sup>(18)</sup> | D |
| Common Stock | 11/11/2008 | S | 300   | D | \$ 28.23 | 156,845 <sup>(19)</sup> | D |
| Common Stock | 11/11/2008 | S | 400   | D | \$ 28.22 | 156,445 <sup>(20)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.2  | 156,345 <sup>(21)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.15 | 156,245 <sup>(22)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.1  | 156,145 <sup>(23)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.09 | 156,045 <sup>(24)</sup> | D |
| Common Stock | 11/11/2008 | S | 100   | D | \$ 28.08 | 155,945 <sup>(25)</sup> | D |
|              | 11/11/2008 | S | 100   | D | \$ 28    | 155,845 <sup>(26)</sup> | D |

Common  
Stock

Common  
Stock

18,300

I

By  
Separate  
Property  
Trust

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 14.85   | 11/11/2008                           |  | M                              | 2,329   | 01/02/2005 <sup>(27)</sup> 01/01/2014                    | Common Stock  | 2,329                      |
| Stock Option (right to buy)                | \$ 14  | 11/11/2008                           |  | M                              | 1,271   | 04/29/2004 <sup>(28)</sup> 04/28/2013                    | Common Stock  | 1,271                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| ROTH W RICHARD<br>110 W TAYLOR STREET<br>SAN JOSE, CA 95110 | X             |           | President & CEO |       |

## Signatures

/s/Suzy Papazian Attorney-in-Fact for W.  
Richard Roth

11/13/2008

\_\_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) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 1,271 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(2) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 1,200 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(3) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 1,100 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(4) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 1,000 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(5) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 900 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(6) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 800 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(7) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 600 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(8) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 400 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed



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deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

- (19) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 1,000 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (20) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 600 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (21) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 500 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (22) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 400 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (23) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 300 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (24) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 200 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (25) Includes 14,549 shares of Common Stock of SJW Corp. (the "Company") and 100 shares of Common Stock of the Company issued to Mr. Roth following the exercise of his stock options. Also includes 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (26) Includes 14,549 shares of Common Stock, 46,667 shares underlying restricted stock units and 94,629 shares of deferred stock. The shares underlying those restricted stock units and deferred stock may be subject in whole or in part to vesting schedules tied to the reporting person's continued service with the issuer or the attainment of performance goals and will be distributed as actual shares of the Issuer's Common Stock either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).
- (27) The stock options are exercisable according to the vesting schedule. The shares vest in four successive equal annual installments upon Mr. Roth's completion of each year of service with the Company over a four-year period measured from the January 2, 2004 issue date of the stock options. Therefore, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2005, 10,642 shares of Common Stock of the Company became exercisable on January 2, 2006, 10,643 shares of Common Stock of the Company became exercisable on January 2, 2007, and 10,643 shares of Common Stock of the Company became exercisable on January 2, 2008.
- (28)

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The stock options are exercisable according to the vesting schedule. The shares vest in four successive equal annual installments upon Mr. Roth's completion of each year of service with the Company over a four-year period measured from the April 29, 2003 issue date of the stock options. Therefore, 11,406 shares of Common Stock of the Company became exercisable on April 29, 2004, April 29, 2005, April 29, 2006 and on April 29, 2007.

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.