

Papazian Suzy
Form 4
January 04, 2018

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 *
Papazian Suzy

2. Issuer Name and Ticker or Trading Symbol
SJW GROUP [SJW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

110 W TAYLOR STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2018

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

Gen. Counsel/Corp. Secretary

(Street)

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

SAN JOSE, CA 95110

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2018		F	V Amount (A) or (D) Price 168 ⁽¹⁾ D \$ 62.87	7,177 ⁽²⁾	D	
Common Stock	01/03/2018		G	V 216 ⁽³⁾ D \$ 0	6,961 ⁽⁴⁾	D	
Common Stock	01/03/2018		G	V 216 ⁽³⁾ A \$ 0	4,347 ⁽⁵⁾	I	

By the John Affaki and Suzy Papazian Living Trust dated December 10, 2008

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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) (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 Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Papazian Suzy 110 W TAYLOR STREET SAN JOSE, CA 95110			Gen. Counsel/Corp. Secretary	

Signatures

/s/ Suzy
Papazian

01/04/2017

__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).

- Represents 168 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 00 shares of common stock underlying Restricted Stock Units ("RSUs") that vested and became issuable on January 3, 2017 pursuant to the terms of the January 3, 2017 Restricted Stock Issuance Agreement between the issuer and the reporting person. 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.
- (1) Represents 3,568 shares of the issuer's common stock and 3,609 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.
 - (2)
 - (3)

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Represents an aggregate of 216 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 1 above.

- (4) Represents 3,352 shares of the issuer's common stock and 3,609 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

Includes an aggregate of 216 shares of common stock that were issued and transferred by the reporting person to the John Affaki and

- (5) Suzy Papazian Living Trust dated December 10, 2008 in connection with the issuance of shares of common stock underlying the RSUs described in footnote 1 above.

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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