## Edgar Filing: Walters Andrew F - Form 4

Walters Andre Form 4	ew F										
January 07, 20	019										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF	PROVAL		
	UNITED	STATES		ITIES A hington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	er <b>STATEN</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31 200Estimated average burden hours per response0.		
Form 5 obligations may continue. See Instruction 1(b). 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 Ro	esponses)										
1. Name and Address of Reporting Person <u>*</u> Walters Andrew F			2. Issuer Name <b>and</b> Ticker or Trading Symbol SJW GROUP [SJW]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year) 01/04/2019					Director 10% Owner X Officer (give title Other (specify below) below) Chief Administrative Officer			
				endment, Date Original onth/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
SAN JOSE,	CA 95110								Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)		Date, if		(Instr. 3,	(A) or	d of (D) 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)		
Common	01/04/2019			Code V F	Amount 389 (1)	, í	Price \$	12,324 <u>(2)</u>	D		
Stock	01/04/2017			1	<u> </u>	D	56.83	12,324	D		
Common Stock								100	Ι	Held by Spouse	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## Edgar Filing: Walters Andrew F - Form 4

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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				
Walters Andrew F 110 W TAYLOR STREET SAN JOSE, CA 95110			Chief Administrative Officer					
Signatures								
/s/ Willie Brown Attorney-in-Fac Walters	w F.	01/07/2019						
<u>**</u> Signature of Reporting P	erson		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 389 shares of common stock withheld of the issuer in satisfaction of the applicable withholding taxes on certain shares of common stock that became issuable on January 4, 2019 pursuant to the terms of the January 4, 2016 Restricted Stock Unit Issuance

- (1) Common stock that became issuable on January 4, 2019 pursuant to the terms of the January 4, 2010 Restricted stock off issuable 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.
- (2) Represents 9,795 shares of the issuer's common stock and 2,529 shares of the issuer's common stock underlying restricted stock units which will vest and become issuable in accordance with their terms.

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.