Papazian Suzy
Form 4
January 03, 2018

FORM 4

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

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

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).

(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)
01/02/2018

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	01/02/2018		A		1,253 (1)	A	$ 0	7,605 (2)	D	
Common Stock	01/02/2018		F		114 (3)	D	$ 63.47	7,491 (4)	D	
Common Stock	01/02/2018		G	V	146 (5)	D	$ 0	7,345 (6)	D	
Common Stock	01/02/2018		G	V	146 (5)	A	$ 0	4,131 (7)	I	By the John Affaki and Suzy Papazian Living

Trust dated December 10, 2008

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

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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)		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
Papazian Suzy 110 W TAYLOR STREET SAN JOSE, CA 95110			Gen. Counsel/Corp. Secretary	

Signatures

/s/ Suzy Papazian	01/03/2018
**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) Represents 1,253 shares of the common stock underlying restricted stock units ("RSUs") granted to the reporting person under the issuer's Long-Term Incentive Plan. Each RSU entitles the reporting person to receive one share of common stock upon vesting of the RSU. The RSUs will vest in three annual successive installment upon the completion of the reporting person's each year of service with the issuer for the three-year period measured from the date of grant, subject to accelerated vesting under certain prescribed circumstances.

(2) Represents 3,352 shares of the issuer's common stock and 4,253 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(3) Represents 114 shares of common stock withheld by the issuer to satisfy the reporting person's tax withholding obligations with respect to an aggregate of 260 shares of common stock underlying RSUs that vested and became issuable on January 2, 2018 pursuant to the terms of the January 2, 2015 Restricted Stock Issuance Agreement between the issuer and the reporting person. The issuable shares were previously reported as Table I securities in the Form 3 filed on April 30, 2015, and accordingly the issuance of those shares is not a reportable transaction on this Form 4.

(4) Represents 3,498 shares of the issuer's common stock and 3,993 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(5) Represents an aggregate of 146 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 3 above.

(6) Represents 3,352 shares of the issuer's common stock and 3,993 shares of the issuer's common stock underlying RSUs that will vest and become issuable in accordance with their terms.

(7) Includes an aggregate of 146 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 3 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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