

MOSS GEORGE E
Form 4
February 28, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MOSS NANCY OWEN

(Last) (First) (Middle)
374 W. SANTA CLARA STREET
(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 or Price		
Common stock	02/24/2006		S		200 D \$ 52.33	583,735 ⁽¹⁾	I By Nancy O. Moss Trust
Common stock	02/24/2006		S		100 D \$ 52.26	583,635 ⁽¹⁾	I By Nancy O. Moss Trust
Common stock	02/24/2006		S		200 D \$ 52.25	583,435 ⁽¹⁾	I By Nancy O. Moss Trust
Common stock	02/24/2006		S		1,100 D \$ 52.01	582,335 ⁽¹⁾	I By Nancy O. Moss Trust

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Common stock	02/24/2006	S	300	D	\$ 51.82	582,035 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	300	D	\$ 51.65	581,735 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	300	D	\$ 51.63	581,435 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	400	D	\$ 51.5	581,035 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	800	D	\$ 51.33	580,235 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	100	D	\$ 51.18	580,135 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	1,100	D	\$ 51.1	579,035 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	100	D	\$ 51.07	578,935 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	500	D	\$ 51.05	578,435 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	100	D	\$ 51.03	578,335 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	500	D	\$ 51.02	577,835 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	800	D	\$ 51.01	577,035 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/24/2006	S	4,000	D	\$ 51	573,035 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/27/2006	S	2,200	D	\$ 51	570,835 ⁽¹⁾	I	By Nancy O. Moss Trust
Common stock	02/27/2006	S	100	D	\$ 50.95	570,735 ⁽¹⁾	I	By Nancy O. Moss

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Common stock	02/27/2006	S	1,200	D	\$ 50.93	569,535 ⁽¹⁾	I	Trust By Nancy O. Moss Trust
Common stock	02/27/2006	S	5,600	D	\$ 50.9	563,935 ⁽¹⁾	I	Trust By Nancy O. Moss Trust
Common stock						587,413 ⁽²⁾	I	Trust By George Edward Moss Trust
Common stock						12,743 ⁽²⁾ ⁽³⁾	I	Trust By George Edward Moss
Common Stock						397,417 ⁽²⁾ ⁽⁴⁾	I	Trust By John Kimberly Moss Trust

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.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MOSS NANCY OWEN
374 W. SANTA CLARA STREET
SAN JOSE, CA 95113

MOSS GEORGE E
374 W. SANTA CLARA STREET X 10% Owner
SAN JOSE, CA 95113

Signatures

/s/ Suzy Papazian, Attorney-in-Fact for Nancy O. Moss	02/28/2006
<u> </u> **Signature of Reporting Person	Date

/s/ Suzy Papazian, Attorney-in-Fact for George E. Moss	02/28/2006
<u> </u> **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) George E. Moss disclaims beneficial ownership of such shares.
- (2) Nancy O. Moss disclaims beneficial ownership of such shares.
Includes 12,743 shares of deferred stock which may be subject in whole or in part to a vesting schedule tied to Mr. Moss' continued
- (3) service as a member of the issuer's board of directors which will be distributed as actual shares of the issuer's common stock following Mr. Moss' cessation of such board service.
- (4) These shares represent 397,417 shares of common stock held by the John Kimberly Moss Trust for which George E. Moss is trustee.
George E. Moss disclaims beneficial ownership of such shares.

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.