ROTH W RICHARD

Form 4

January 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

3235-0287

January 31, 2005

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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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person ** ROTH W RICHARD			Symbol	r Name and ORP [SJW	Ticker or Trading V	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ransaction	(Cnec	ck all applicable)	
110 W TAYLOR STREET			(Month/D 01/02/2	•		_X_ Director 10% Owner _X_ Officer (give title Other (specibelow) below) President & CEO			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE,	, CA 95110					Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Own	
1.Title of Security	2. Transaction Da (Month/Day/Yea				4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2013		Code V A	Amount 3,102 (1)	(D)	Price \$ 23.64	206,977 (2)	D	
Common Stock	01/02/2013		A	9,170 (3)	A	\$ 0	216,147 (4)	D	
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritte	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Suzy Papazian Attorney-in-Fact for W. Richard
Roth
01/03/2013

**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).

The securities represent deferred shares of the issuer's common stock credited to the reporting person's deferred compensation account pursuant to dividend equivalent rights. Those rights resulted initially in the addition of cash sums to the account equal to the dividends which would have been paid during the 2012 calendar year on the deferred stock credited to such account had that stock actually been issued and outstanding on each dividend payment date, and the accumulated sums were then converted into additional shares of deferred stock on January 2, 2013 based on the average of the closing selling prices of the issuer's common stock on each of the dates during the 2012 calendar year on which actual dividends on the common stock were paid.

Includes 47,410 shares of the issuer's common stock. Also includes 53,171 shares of the issuer's common stock underlying restricted stock units and 106,396 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in part to vertice schedules field to Mr. Poth's continued service with the issuer or the attainment of certain performance goals, and which

(2) part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

(3)

Reporting Owners 2

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Represents 9,170 restricted stock units granted to the reporting person under the issuer's Long-Term Incentive Plan. Each restricted stock unit will entitle the reporting person to receive one share of the issuer's common stock when that unit vests. The units will vest in three successive annual installments upon the reporting person's completion of each year of service with the issuer over the three-year period measured from the issue date of the units, subject to accelerated vesting under certain prescribed circumstances. This grant does not include dividend equivalent rights.

Includes 47,410 shares of the issuer's common stock. Also includes 62,341 shares of the issuer's common stock underlying restricted stock units and 106,396 shares of the issuer's common stock underlying deferred restricted stock, which may be subject in whole or in

(4) part to vesting schedules tied to Mr. Roth's continued service with the issuer or the attainment of certain performance goals, and which will be issued as actual shares of common stock of the issuer either at the time of vesting or at a specified time thereafter (including termination of service with the issuer).

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.