

McEndy Kathleen A
Form 4
March 11, 2019

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 *
McEndy Kathleen A

2. Issuer Name and Ticker or Trading Symbol
SOUTH JERSEY INDUSTRIES INC [SJI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Administrative / Chief Administrative Officer

(Last) (First) (Middle)
1 SOUTH JERSEY PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2019

FOLSOM, NJ 08037
(City) (State) (Zip)

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

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 | 03/07/2019 | | M | (A) or (D) V Amount Price 6,410 (1) A \$ 0 | 16,097.1719 | D | |
| Common Stock | 03/07/2019 | | F | (A) or (D) V Amount Price 1,749 (2) D \$ 29.65 | 14,348.1719 | D | |
| Common Stock | | | | | 6,102.4436 | I | 401k |

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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|----------------------------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| McEndy Kathleen A 1 SOUTH JERSEY PLAZA FOLSOM, NJ 08037 | | | SVP & Chief Administrative | Chief Administrative Officer |

Signatures

Kathleen McEndy 03/11/2019

**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 shares were acquired pursuant to the vesting of performance based restricted stock units that were granted on January 1, 2016 with a performance period beginning on January 1, 2016 and ending on December 31, 2018 (PSUs). 8,348 PSUs were granted to the Reporting Person on January 1, 2016. Vesting of the up to 50% of the PSUs granted was contingent upon achieving an Economic Earnings

(1) compound annual growth rate (CAGR) performance hurdle and vesting of up to 50% of the PSUs granted was contingent upon achieving a relative total shareholder return (TSR) performance hurdle. The CAGR performance hurdle was achieved above threshold at 5.5% with a payout of 70.8%. The TSR performance hurdle was achieved above threshold at 40.3% with a payout of 67.7%. The overall all payout of the PSUs was 69.3%.

(2) Represents shares withheld to cover taxes on the 2016 performance-based restricted stock units

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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