

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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|  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*   |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>SJW CORP</u> [ <u>SJW</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
| <u>CALI MARK L</u><br><hr/> (Last) (First) (Middle)<br><u>110 W. TAYLOR STREET</u><br><hr/> (Street)<br><u>SAN JOSE</u> <u>CA</u> <u>95110</u><br><hr/> (City) (State) (Zip) |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/13/2015</u>                | <input checked="" type="checkbox"/> Director      10% Owner<br><input checked="" type="checkbox"/> Officer (give title below)      Other (specify below)   |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
|  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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) |   |  |   |
| Common Stock                    | 03/13/2015                           |  | G                              | V | 300   | D          | \$0.00  | 26,700   | I   |
| Common Stock                    |                                      |  |                                |   |   |            |   | 16,521 <sup>(1)</sup>                                    | D   |
| Common Stock                    |                                      |  |                                |   |   |            |   | 71,498   | I   |
|                                 |                                      |  |                                |   |   |            |   |  | By the Cali Family Gift Trust                         |

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                    |                                      |  |                                |   |        |   |       | 31,847  | I   | By the Mark Cali Revocable Trust                         |   |
| Common Stock                    |                                      |  |                                |   |        |   |       | 170,096 | I   | By the Cali 1994 Living Trust                            |   |
| Common Stock                    |                                      |  |                                |   |        |   |       | 1,200   | I   | By spouse's IRA  |   |
| Common Stock                    |                                      |  |                                |   |        |   |       | 288     | I   | By Clark Cali  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Name of Indirect Beneficiary Owner (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|---|
|  |  |                                      |  |                                |  |  |   |  |  |   |   |
| Code                                       | V  | (A)                                  | (D)  | Date Exercisable               | Expiration Date  | Title  | Amount or Number of Shares  |  |  |   |   |

**Explanation of Responses:**

1. Includes 15,235 shares of deferred stock which will be distributed as actual shares of the issuer's common stock at a specified time and 1,286 shares of the issuer's common stock underlying restricted stock units. 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 full upon the reporting person's continuation in Board service through the day immediately preceding the date of the issuer's 2015 annual shareholders meeting, subject to accelerated vesting under certain prescribed circumstances.

**Remarks:**

/s/Suzy Papazian Attorney-in-Fact for  
Mark L. Cali

03/18/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**