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SJW CORP
Form 10-K/A
March 25, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period
to
Commission file number 1-8966

SJW CORP.
(Exact name of registrant as specified in its charter)

California 77-0066628
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

374 West Santa Clara Street, San Jose, California, 95196
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 408-279-7800
Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, Par Value \$1.042	American Stock Exchange

Securities Registered Pursuant To Section 12(G) Of The Act:
None (Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to the Form 10-K.

Indicate by check mark whether registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant on June 30, 2004 was \$219,373,236.

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Shares of common stock outstanding on March 7, 2005 ? 9,135,573.

Documents Incorporated by Reference

Portions of the Registrant's Proxy Statement relating to the Registrant's 2005 Annual Meeting of Shareholders, to be held on April 28, 2005, are incorporated by reference into Part III of the Form 10-K where indicated.

EXPLANATORY NOTE

SJW Corp. is filing this Form 10-K/A solely to:

1. Add the electronic signatures and correct the date of the required signatories of the Annual Report on Form 10-K for the year ended December 31, 2004 and filed with the Securities and Exchange Commission on March 7, 2005 (the "Form 10-K");
2. Include the date next to the Chairman's signature;
3. Add the date and electronic signature of KPMG LLP on the Consent of Independent Registered Public Accounting Firm, filed as Exhibit 23 of the Form 10-K; and
4. Add the date and electronic signatures of the principal executive officer and principal financial officer on the certifications pursuant to Exchange Act Rule 13a-14(a), filed as Exhibits 31.1 and 31.2 of the Form 10-K.

No other changes were made to the annual report on Form 10-K. At the time of filing the Form 10-K with the Securities and Exchange Commission, SJW Corp. had a manually signed and dated copy of the Form 10-K, a manually signed and dated Consent of Independent Registered Public Accounting Firm and manually signed and dated certifications of the principal executive officer and principal financial officer pursuant to Exchange Act Rule 13a-14(a). The omissions and corrections set forth above resulted from clerical errors. In accordance with the rules of the Securities and Exchange Commission, updated certifications of the principal executive officer and principal financial officers pursuant to Exchange Act Rule 13a-14(a) have been filed as Exhibits 31.3 and 31.4.

Item 15. Exhibits and Financial Statement Schedules

SJW Corp. filed a current report on Form 8-K with the Securities and Exchange Commission on November 1, 2004 to furnish its press release to announce the financial results for the third quarter ended September 30, 2004 under Item 12 thereof.

On December 13, 2004, SJW Corp. filed Form 8-K with the Securities and Exchange Commission to announce its entry into a Material Definitive Agreement under Item 1 thereof.

(1) Financial Statements

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(2) Financial Statement Schedule

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All other schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or related notes.

(3) Exhibits required to be filed by Item 601 of Regulation S-K

See Exhibit Index located immediately following paragraph (b) of this Item 15.

The exhibits filed herewith are attached hereto (except as noted) and those indicated on the Exhibit Index which are not filed herewith were previously filed with the Securities and Exchange Commission as indicated.

EXHIBIT INDEX

Exhibit No. -----	Description -----
2	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession:
2.1	Registration Rights Agreement entered into as of December 31, 1992 among SJW Corp., Roscoe Moss, Jr. and George E. Moss. Filed as Exhibit 2.1 to Form 10-K March 12, 2004. S.E.C. File No. 1-8966.
3	Articles of Incorporation and By-Laws:
3.1	Restated Articles of Incorporation and By-Laws of SJW Corp., defining the rights of holders of the equity securities of SJW Corp.
3.2	Certificate of Amendment of SJW Corp. amending the restated Articles of Incorporation. Filed as Exhibit 3.2 to the Form 10-K filed on March 7, 2005. S.E.C. File No. 1-8966.
3.3	By-Laws of SJW Corp. as amended. Filed as Exhibit 3.3 to the Form 10-K filed on March 7, 2005. S.E.C. File No. 1-8966.
4	Instruments Defining the Rights of Security Holders, including Indentures:
	No current issue of the registrant's long-term debt

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exceeds 10 percent of its total assets. SJW Corp. hereby agrees to furnish upon request to the Commission a copy of each instrument defining the rights of holders of unregistered senior and subordinated debt of the company.

- 10 Material Contracts:
- 10.1 Water Supply Contract dated January 27, 1981 between San Jose Water Works and the Santa Clara Valley Water District, as amended. Filed as Exhibit 10.1 to Form 10-K for the year ended December 31, 2001.
- 10.2 Resolution for Directors' Retirement Plan adopted by SJW Corp. Board of Directors as amended on September 22, 1999. Filed as an Exhibit to 10Q for the period ending September 30, 1999. S.E.C. File No. 1-8966. (2)
- 10.3 Resolution for Directors' Retirement Plan adopted by San Jose Water Company's Board of Directors as amended on September 22, 1999. Filed as an Exhibit to 10-Q for the period ending September 30, 1999. S.E.C. File No. 1-8966. (2)
- 10.4 Resolution for Directors' Retirement Plan adopted by SJW Land Company Board of Directors on September 22, 1999. Filed as an Exhibit to 10-Q for the period ending September 30, 1999. S.E.C. File No. 1-8966. (2)
- 10.5 SJW Corp. Long-Term Incentive Plan, adopted by SJW Corp. Board of Directors March 6, 2002. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2002. (2)
- 10.6 Limited Partnership Agreement of 444 West Santa Clara Street, L. P. executed between SJW Land Company and Toeniskoetter & Breeding, Inc. Development. Filed as an Exhibit to 10-Q for the period ending September 30, 1999. S.E.C. File No. 1-8966.
- 10.7 San Jose Water Company Executive Supplemental Retirement Plan adopted by San Jose Water Company Board of Directors, as restated to reflect amendments made through May 1, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.8 SJW Corp. Executive Severance Plan adopted by SJW Corp. Board of Directors, as restated to reflect amendments made through May 1, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.9 SJW Corp. Long-Term Incentive Plan, adopted by SJW Corp. Board of Directors, as amended on March 3, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.10 Chief Executive Officer Employment Agreement, as restated on June 27, 2003. Filed as an Exhibit to Form

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- 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.11 Standard Form of Stock Option Agreement—subject to changes per Employment Agreement, as adopted by the SJW Corp. Board of Directors on April 29, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.12 Chief Executive Officer SERP Deferred Restricted Stock Award, as restated on June 27, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.13 Form of Stock Option Agreement with Dividend Equivalent Agreement as adopted by the Board of Directors on April 29, 2003. Filed as an Exhibit to Form 10-Q for the period ended June 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.14 Form of Directors Deferred Restricted Stock Program as adopted by SJW Corp. Board of Directors on July 29, 2003. Filed as an Exhibit to 10-Q for the period ending September 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.15 Form of Directors Annual Retainer Fee Deferred Election Agreement, as adopted by SJW Corp. Board of Directors on July 29, 2003. Filed as an Exhibit to 10-Q for the period ending September 30, 2003. S.E.C. File No. 1-8966. (2)
- 10.16 First Amendment dated March 1, 2004 to San Jose Water Company's Executive Supplemental Retirement Plan adopted by the San Jose Water Company Board of Directors. Filed as an Exhibit to Form 10-Q for the period ending March 31, 2004. SEC File No. 1-8966. (2)
- 10.17 San Jose Water Company Special Deferral Election Plan adopted by San Jose Water Company Board of Directors on December 9, 2004. Filed as Exhibit 99.1 of Form 8-K on December 13, 2004. SEC File No. 1-8966. (2)
- 10.18 First Amendment to the San Jose Water Company Special Deferral Election Plan adopted by the Board of Directors January 27, 2005. Filed as Exhibit 10.18 to the Form 10-K filed on March 7, 2005. S.E.C. File No. 1-8966. (2)
- 21.1 Subsidiaries of SJW Corp. filed as an Exhibit to the Annual Report on Form 10-K for the year ended December 31, 2002. SEC File No. 1-8966.
- 23 Consent of Independent Registered Public Accounting Firm. (1)
- 31.1 Certification Pursuant to Rule 13a-14(a)/15d-14(a) by President and Chief Executive Officer. (1)
- 31.2 Certification Pursuant to Rule 13a-14(a)/15d-14(a) by Chief Financial Officer and Treasurer. (1)

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- 31.3 Certification Pursuant to Rule 13a-14(a)/15d-14(a) by President and Chief Executive Officer. (1)
- 31.4 Certification Pursuant to Rule 13a-14(a)/15d-14(a) by Chief Financial Officer and Treasurer. (1)
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350 by President and Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed as Exhibit 32.1 to the Form 10-K filed on March 7, 2005. S.E.C. File No. 1-8966.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350 by Chief Financial Officer and Treasurer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed as Exhibit 32.2 to the Form 10-K filed on March 7, 2005. S.E.C. File No. 1-8966.

(1) Filed currently herewith.

(2) Management contract or compensatory plan or agreement.

In accordance with the Securities and Exchange Commission's requirements, SJW Corp. will furnish copies of any exhibit upon payment of 30 cents per page fee.

To order any exhibit(s), please advise the Secretary, SJW Corp., 374 West Santa Clara Street, San Jose, CA 95196, as to the exhibit(s) desired.

On receipt of your request, the Secretary will provide to you the cost of the specific exhibit(s). The Secretary will forward the requested exhibits upon receipt of the required fee.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SJW CORP.

Date: March 7, 2005

By /s/ Drew Gibson
DREW GIBSON, Chairman,
Board of Directors

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 1, 2005

By /s/ W. Richard Roth
W. RICHARD ROTH, President,
Chief Executive Officer and Member,
Board of Directors

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Date: March 1, 2005 By /s/ Angela Yip
ANGELA YIP, Chief Financial Officer

Date: March 1, 2005 By /s/ Victor K. Wong
VICTOR K. WONG, Controller
(Chief Accounting Officer)

Date: March 1, 2005 By /s/ Mark L. Cali
MARK L. CALI, Member,
Board of Directors

Date: March 1, 2005 By /s/ J. Philip DiNapoli
J. PHILIP DINAPOLI, Member,
Board of Directors

Date: March 1, 2005 By /s/ Drew Gibson
DREW GIBSON, Member,
Board of Directors

Date: March 1, 2005 By /s/ Douglas R. King
DOUGLAS R. KING, Member,
Board of Directors

Date: March 1, 2005 By /s/ George E. Moss
GEORGE E. MOSS, Member,
Board of Directors

Date: March 1, 2005 By /s/ Charles J. Toeniskoetter
CHARLES J. TOENISKOETTER, Member,
Board of Directors

Date: March 1, 2005 By /s/ Frederick R. Ulrich, Jr.
FREDERICK R. ULRICH, JR. Member,
Board of Directors

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

SJW CORP.

Date: March 24, 2005 By /s/ Angela Yip
ANGELA YIP, Chief Financial Officer

