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SJW CORP
Form 8-K
July 31, 2006

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 27, 2006

SJW Corp.

(Exact name of registrant as specified in its charter)

California

1-8966

77-0066628

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

374 W. Santa Clara Street, San Jose, California 95113

(Address of principal executive offices)

(Zip Code)

(408) 279-7800

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is
intended to simultaneously satisfy the filing obligation of the
registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under
the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under
the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule
14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule
13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On July 27, 2006, the Board of Directors of SJW Corp. (the
"Company") approved an amendment to the Company's Director
Compensation and Expense Reimbursement Policies (the "Policies").
Such Policies were amended to set forth the compensation payable
to the non-employee Board members of SJWTX Water, Inc., the
Company's subsidiary. The Amended and Restated Director
Compensation and Expense Reimbursement Policies are attached

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hereto as Exhibit 10.1 and incorporated into this Form 8-K by reference.

Item 2.02 Results of Operations and Financial Condition.

On July 27, 2006, the Company announced its financial results for the quarter ended June 30, 2006. A copy of the press release announcing these financial results is attached hereto as Exhibit 99.1 and incorporated into this Form 8-K by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number	Description of Document
10.1	Amended and Restated Director Compensation and Expense Reimbursement Policies.
99.1	Press Release issued by SJW Corp., dated July 27, 2006, announcing the Second Quarter Financial Results.

SIGNATURES

Pursuant to the requirements 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.

July 28, 2006

/s/Angela Yip

Angela Yip, Chief Financial Officer
and Treasurer

Exhibit Number	Description of Document
10.1	Amended and Restated Director Compensation and Expense Reimbursement Policies.
99.1	Press Release issued by SJW Corp., dated July 27, 2006, announcing the Second Quarter Financial Results.

____ 10% Owner __X__ Officer (give title below) ____ Other (specify below) Chairman Pres. and CEO

(Last)

(First)

(Middle)

3 EASTON OVAL 3. Date of Earliest Transaction (Month/Day/Year)
05/01/2006

(Street)

COLUMBUS, OH 43219 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person
(City)

(State)

(Zip)

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 Shares	05/01/2006		S		7,700	D	\$ 42.3	822,700	I	see footnote (1)
Common Shares	05/01/2006		S		100	D	\$ 42.35	822,600	I	see footnote (1)
Common Shares	05/01/2006		S		1,800	D	\$ 42.4	820,800	I	see footnote (1)
Common Shares	05/01/2006		S		700	D	\$ 42.49	820,100	I	see footnote (1)
Common Shares	05/01/2006		S		200	D	\$ 42.6	819,900	I	see footnote (1)
Common Shares	05/01/2006		S		3,400	D	\$ 42.67	816,500	I	see footnote (1)
Common Shares	05/01/2006		S		1,100	D	\$ 42.68	815,400	I	see footnote (1)
Common Shares	05/02/2006		S		8,000	D	\$ 41	807,400	I	see footnote (1)
Common Shares	05/02/2006		S		300	D	\$ 41.01	807,100	I	see footnote (1)
Common Shares	05/02/2006		S		3,400	D	\$ 41.05	803,700	I	see footnote (1)
Common Shares	05/02/2006		S		3,300	D	\$ 41.15	800,400	I	see footnote (1)

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

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(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 Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHOTTENSTEIN ROBERT H 3 EASTON OVAL COLUMBUS, OH 43219	X Chairman Pres. and CEO

Signatures

Phillip G. Creek, attorney-in-fact for Robert H.
Schottenstein

05/03/2006

__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) These Commons Shares are beneficially owned by IES Family Holdings No. 2, LLC, an Ohio limited liability company, Robert H. Schottenstein is the sole manager of IES Family Holdings No. 2.

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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