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SJW CORP
Form SC 13D/A
April 07, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SJW CORP.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.042
(Title of Class of Securities)

784305104
(CUSIP Number)

George E. Moss
Roscoe Moss Manufacturing Company
4360 Worth Street
Los Angeles, CA 90063
(323) 263-4111

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 29, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement of
Schedule 13G to report the acquisition which is the subject of
the Schedule 13D, and is filing this schedule because of Rule
13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following
box [].

Note: Six copies of this statement, including all exhibits,
should be filed with the Commission. See Rule 13d-1(a) for other
parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to
the subject class of securities, and for any subsequent
amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on the remainder of this cover page
shall not be deemed to be "filed" for the purpose of Section 18
of the Securities Exchange Act of 1934 ("Act") or otherwise
subject to the liabilities of that section of the Act but shall
be subject to all other provisions of the Act (however, see the
Notes).

(Continued on following page(s))

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CUSIP No. 784305104

13D

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GEORGE E. MOSS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7 SOLE VOTING POWER
880,520(1)(2)(3)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
523,103(1)(3)

10 SHARED DISPOSITIVE POWER
357,417(2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
880,520(1)(2)(3)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.6%(1)(2)(3)

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Includes 523,103 shares of Common Stock held by George E. Moss, as trustee of the Third Amended and Restated George Edward Moss Revocable Trust dated August 18, 1982.

(2) Includes 357,417 shares of Common Stock held by George E. Moss, as trustee of the John Kimberly Moss Trust dated October 24, 1991, as to which George E. Moss disclaims beneficial ownership.

(3) Does not include 11,872 shares of Common Stock subject to deferred stock units held by George E. Moss.

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NANCY O. MOSS
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

NOT APPLICABLE
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA
- | | | |
|-------------------------------|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY | 7 | SOLE VOTING POWER
574,016 (1) |
| OWNED BY EACH REPORTING | 8 | SHARED VOTING POWER
0 |
| PERSON | 9 | SOLE DISPOSITIVE POWER
574,016 (1) |
| | 10 | SHARED DISPOSITIVE POWER
0 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
574,016(1)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* []
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.3% (1)
- 14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Includes 574,016 shares of Common Stock held by Nancy O. Moss, as trustee of the Nancy O. Moss Revocable Trust dated January 31, 2002.

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Schedule 13D

Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$1.042 ("Common Stock"), of SJW Corp. ("SJW"). The address of the principal executive office is:

SJW Corp.
374 West Santa Clara Street
San Jose, California 95113

Item 2. Identity and Background

(a) Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this Statement on Schedule 13D/A on behalf of George E. Moss and Nancy O. Moss (collectively, the "Reporting Persons"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by either of the Reporting Persons that such a "group" exists.

(b) The address of the Reporting Persons is c/o Roscoe Moss Manufacturing Company, 4360 Worth Street, Los Angeles, California 90063.

George E. Moss

(c) Principal Occupation: Vice Chairman, Roscoe Moss Manufacturing Company, 4360 Worth Street, Los Angeles, California 90063.

Nancy O. Moss

(c) Principal Occupation: Clinical Psychologist, self-employed.

(d) During the past five years, neither of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, neither of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activity subject to federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of both Reporting Persons is the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons used personal funds to acquire shares

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during the 60 days prior to March 29, 2005.

Item 4. Purpose of Transaction

George E. Moss acquired shares of Common Stock for investment.

On March 29, 2005, George E. Moss transferred as a gift to his spouse, Nancy O. Moss, beneficial ownership of 573,016 shares of Common Stock for estate planning purposes.

Nancy O. Moss acquired shares of Common Stock for investment.

Item 5. Interest in Securities of the Issuer

(a) George E. Moss beneficially owns 880,520 shares of Common Stock, of which he disclaims ownership of 357,417 shares which he holds as trustee of the John Kimberly Moss Trust dated October 24, 1991. Nancy O. Moss beneficially owns 574,016 shares of Common Stock. The Reporting Persons beneficially own as a group 1,454,536 shares.

(b) George E. Moss, as trustee of the Third Amended and Restated George Edward Moss Revocable Trust dated August 18, 1982 has sole voting power and sole power to dispose of 523,103 shares of Common Stock. In addition, George E. Moss, as trustee of the John Kimberly Moss Trust dated October 24, 1991 has sole power to vote and shared power to dispose of 357,417 shares of Common Stock, as to which George E. Moss disclaims beneficial ownership. Nancy O. Moss, as trustee of the Nancy O. Moss Revocable Trust dated January 31, 2002 has sole voting power and sole power to dispose of 574,016 shares of Common Stock.

(c) The following transactions were effected by George E. Moss, as trustee of the Third Amended and Restated George Edward Moss Revocable Trust dated August 18, 1982, during the 60 days prior to March 29, 2005:

February 2, 2005, acquired 1,200 shares at \$34.00 per share in open market transactions.
February 2, 2005, acquired 100 shares at \$33.77 per share in open market transactions.
February 3, 2005, acquired 2,100 shares at \$34.45 per share in open market transactions.
February 3, 2005, acquired 4,200 shares at \$34.41 per share in open market transactions.
February 4, 2005, acquired 2,400 shares at \$35.00 per share in open market transactions.
February 8, 2005, acquired 1,100 shares at \$35.39 per share in open market transactions.
February 9, 2005, acquired 100 shares at \$36.44 per share in open market transactions.
February 9, 2005, acquired 100 shares at \$36.56 per share in open market transactions.
February 9, 2005, acquired 100 shares at \$36.00 per share in open market transactions.
February 9, 2005, acquired 800 shares at \$36.75 per share in open market transactions.
February 9, 2005, acquired 1,000 shares at \$37.00 per share

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in open market transactions.
February 10, 2005, acquired 900 shares at \$36.40 per share
in open market transactions.
March 29, 2005, transferred as a gift to Nancy O. Moss, as
Trustee of the Nancy O. Moss Revocable Trust, as amended,
573,016 shares.

On February 15, 2005, Nancy O. Moss, as trustee of the
Nancy O. Moss Revocable Trust dated January 31, 2002, acquired
1,000 shares at \$37.00 per share in open market transactions.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or
Relationships with Respect to Securities of the Issuer.

George E. Moss and Nancy O. Moss are husband and wife. John
Kimberly Moss is the son of George E. Moss.

Item 7. Material to be Filed as Exhibits

Exhibit 1: Agreement of Joint Filing

Signature

After reasonable inquiry and to the best of my knowledge
and belief, I certify that the information set forth in this
statement is true, complete and correct.

Date: April 5, 2005

/s/ George E. Moss
George E. Moss

Date: April 5, 2005

/s/ Nancy O. Moss
Nancy O. Moss

Exhibit

Numbered Page

Exhibit 1: Agreement of Joint Filing