

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) December 16, 2009

SJW Corp.

(Exact name of registrant as specified in its charter)

California 1-8966 77-0066628

(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

110 W. Taylor Street, San Jose, California 95110

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On December 16, 2009, the Executive Compensation Committee (the "Committee") of the Board of Directors of SJW Corp. (the "Company") approved an amendment (the "Amendment") to the amended and restated employment agreement with W. Richard Roth, the President and Chief Executive Officer of the Company. Pursuant to such Amendment, (i) Mr. Roth's annual base salary for each of the 2010, 2011 and 2012 calendar years will be increased to \$625,000 per year, (ii) Mr. Roth's annual base salary for the 2013 calendar year will be increased by 4% to the rate of \$650,000, and (iii) his annual base salary for the 2014 calendar year will be increased by an additional 4% to \$676,000. A copy of the Amendment is attached hereto as Exhibit 10.1 and incorporated into this Form 8-K by reference.

The Committee also approved an increase in the base salary of David A. Green, the Company's Chief Financial Officer and Treasurer, from \$230,000 to \$260,000, effective January 1, 2010, and an increase in his target bonus from \$35,000 to \$40,000, effective with the 2010 fiscal year. The actual bonus amount which Mr. Green can earn for the 2010 fiscal year may range from 0 to 200 percent of his target bonus and will be based 75 percent on the attainment of corporate performance goals and 25 percent on his individual performance.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number	Description of Document
10.1	Amendment, effective as of January 1, 2010, to the Chief Executive Officer's amended and restated employment agreement.

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.  
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December 16, 2009	/s/ David A. Green
	David A. Green, Chief Financial Officer and Treasurer

Exhibit Number	Description of Document
10.1	Amendment, effective as of January 1, 2010, to the Chief Executive Officer's amended and restated employment agreement.

December 16, 2009

W. Richard Roth  
C/o SJW Corp.  
110 W. Taylor Street  
San Jose, CA 95110

Dear Rich:

It gives me great pleasure to inform you that the Executive Compensation Committee of the SJW Corp. Board of Directors has approved an amendment to your amended and restated employment agreement with SJW Corp. entered into in December 2008 (the "Restated Employment Agreement") that will increase your annual rate of base salary, effective January 1, 2010. The purpose of this letter agreement is to evidence that amendment and set forth the annual rate of base salary that will be in effect for you for each of the next five calendar years.

1. Section 4(a) of your Restated Employment Agreement is hereby amended as follows:

"(a) Your annual base salary for each of the 2010, 2011 and 2012 calendar years will be at a rate of \$625,000 per year. Your annual base salary for the 2013 calendar year shall be increased by 4% to the dollar amount of \$650,000, and your annual base salary for the 2014 calendar year shall be increased by an additional 4% to the dollar amount of \$676,000. Such rates of annual base salary shall remain in force and effect for so long as you continue your employment pursuant to this agreement. Your annual base salary shall be paid according to the Company's standard payroll practices for salaried employees and will be reviewed periodically as set forth below. Your annual rate of base salary as in effect from time to time during the term of this agreement will be referred to as "Base Salary."

2. Except as modified by the foregoing amendment, all the terms and provisions of your existing Restated Employment Agreement shall continue in full force and effect.

Please contact me should you have any questions concerning the foregoing amendment. A duplicate original of this amendment agreement is enclosed. Please sign both copies and return one signed copy to me and retain the second copy for your records.

Sincerely,

SJW Corp.

By: /s/ J. Philip DiNapoli

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Title: Chair, Executive Compensation Committee of the SJW Corp. Board of Directors

I HAVE READ THIS AMENDMENT AGREEMENT AND UNDERSTAND AND ACCEPT ITS TERMS.  
I SIGN THIS AMENDMENT AGREEMENT VOLUNTARILY AND FREELY:

/s/ W. Richard Roth

Date: December 16, 2009

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W. Richard Roth