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SJW CORP
Form S-8 POS
August 12, 2005

As filed with the Securities and Exchange Commission on
August 11, 2005
Registration No. 333-127383

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

SJW CORP.
(Exact name of registrant as specified in its charter)
California 77-0066628
(State or other jurisdiction (IRS Employer Identification No.)
of incorporation or organization)

374 W. Santa Clara Street
San Jose, CA 95113
(Address of principal executive offices) (Zip Code)

SJW CORP. EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

W. Richard Roth
President and Chief Executive Officer
SJW Corp.
374 W. Santa Clara Street
San Jose, CA 95113
(Name and address of agent for service)
(408) 279-7800
(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

On August 10, 2005 SJW Corp. (the "Registrant") registered with the Securities and Exchange Commission (the "Commission") on a Form S-8 Registration Statement, Registration Number 333-127383 (the "Registration Statement"), 135,200 shares of its Common Stock under the Registrant's Employee Stock Purchase Plan. Exhibit 23.1 to the Registration Statement contained an inadvertent error. As a result of such error, the consent of the Independent Registered Public Accounting Firm to incorporate by reference its attestation report on management's assessment of internal controls over financial reporting as of

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December 31, 2004 and the effectiveness of internal control over financial reporting as of December 31, 2004, which reports appear in Registrant's December 31, 2004 annual report on Form 10-K, was not included in Exhibit 23.1. To correct such inadvertent error, the Registrant hereby amends Exhibit 23.1, in the form filed as Exhibit 23.1 hereto, effective retroactive to the August 10, 2005 filing date of the Registration Statement. The filing of this Post-Effective Amendment No. 1 is not an admission by the registrant that the Registration Statement No. 333-127383 on Form S-8, when filed, knowingly included any untrue statement of material fact or omitted to state a material fact necessary to make the statements made therein not misleading.

PART II

Information Required in the Registration Statement

Item 8. Exhibit

Exhibit Number	Exhibit
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California on this 11th day of August, 2005.

SJW Corp.

By: /s/ W. Richard Roth

W. Richard Roth
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed

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below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ W. Richard Roth ----- W. Richard Roth	President, Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2005
/s/ Angela Yip ----- Angela Yip	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 11, 2005
*s/ Mark L. Cali ----- Mark L. Cali	Director	August 11, 2005
*s/ J. Philip DiNapoli ----- J. Philip DiNapoli	Director	August 11, 2005
*s/ Drew Gibson ----- Drew Gibson	Director	August 11, 2005
*s/ Douglas R. King ----- Douglas R. King	Director	August 11, 2005
*s/ George E. Moss ----- George E. Moss	Director	August 11, 2005
*s/ Charles J. Toeniskoetter ----- Charles J. Toeniskoetter	Director	August 11, 2005
*s/ Frederick R. Ulrich, Jr. ----- Frederick R. Ulrich, Jr.	Director	August 11, 2005

* By: /s/ Angela Yip
Attorney-in-fact

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Exhibit Number

Exhibit

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