

AMERICAN STATES WATER CO
 Form 4
 May 18, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER JAMES B

 (Last) (First) (Middle)
15219 GREEN VALLEY DRIVE
 (Street)
CHINO HILLS, CA 91709
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN STATES WATER CO [AWR]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2006

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/16/2006		M		6,000 A \$ 20.83		8,204.696 D
Common Stock	05/16/2006		S		200 D \$ 40.02		8,004.696 D
Common Stock	05/16/2006		S		600 D \$ 40		7,404.696 D
Common Stock	05/16/2006		S		200 D \$ 39.99		7,204.696 D
Common Stock	05/16/2006		S		800 D \$ 39.98		6,404.696 D

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Common Stock	05/16/2006	S	1,600	D	\$ 39.97	4,804.696	D
Common Stock	05/16/2006	S	600	D	\$ 39.96	4,204.696	D
Common Stock	05/16/2006	S	600	D	\$ 39.95	3,604.696	D
Common Stock	05/16/2006	S	100	D	\$ 39.94	3,504.696	D
Common Stock	05/16/2006	S	300	D	\$ 39.92	3,204.696	D
Common Stock	05/16/2006	S	100	D	\$ 39.91	3,104.696	D
Common Stock	05/16/2006	S	100	D	\$ 39.9	3,004.696	D
Common Stock	05/16/2006	S	100	D	\$ 39.88	2,904.696	D
Common Stock	05/16/2006	S	700	D	\$ 39.85	2,204.696	D
Common Stock	05/16/2006	M	6,000	A	\$ 23.21	8,204.696	D
Common Stock	05/16/2006	S	200	D	\$ 39.82	8,004.696	D
Common Stock	05/16/2006	S	1,200	D	\$ 39.81	6,804.696	D
Common Stock	05/16/2006	S	475	D	\$ 39.8	6,329.696	D
Common Stock	05/16/2006	S	100	D	\$ 39.79	6,229.696	D
Common Stock	05/16/2006	S	300	D	\$ 39.77	5,929.696	D
Common Stock	05/16/2006	S	3,725	D	\$ 39.75	2,204.696 ⁽¹⁾	D

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)

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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. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 20.83	05/16/2006		M	6,000	<u>(2)</u> 04/30/2010	Common sStock	6,000	
Employee Stock Option (right to buy)	\$ 23.21	05/16/2006		M	6,000	<u>(3)</u> 01/01/2011	Common Stock	6,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER JAMES B 15219 GREEN VALLEY DRIVE CHINO HILLS, CA 91709			Vice President	

Signatures

/s/ James B. Gallagher 05/17/2006

**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) Filing 1 of 3
 - (2) The Option became exercisable as to 1,980 of the 6,000 total number of shares subject to the option on April 30, 2001, an additional 1,980 shares on April 30, 2002 and an additional 2,040 on April 30, 2003.
 - (3) The Option became exercisable as to 1,980 of the 6,000 total number of shares subject to the option on January 1, 2002, an additional 1,980 shares on January 1, 2003 and an additional 2,040 on January 1, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.