

SCANLON PATRICK RONALD  
Form 4  
December 04, 2009

**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 \*  
SCANLON PATRICK RONALD

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

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

(Last) (First) (Middle)  
175 LILAC LANE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/04/2009

BREA, CA 92823  
(City) (State) (Zip)

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

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 or Price		
Common Stock	03/02/2009		A		15.4199 (1) \$ 33.93	D	
Common Stock	06/01/2009		A		16.6316 (2) \$ 31.69	D	
Common Stock	09/01/2009		A		16.2004 (3) \$ 32.79	D	
Common Stock	12/01/2009		A		16.5923 (4) \$ 33.55	D	
Common Stock	12/03/2009		M		500 \$ 20.83	D	

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Common Stock      12/03/2009      S      500      D      \$ 33.46      3,727.2504      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)

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)
Employee Stock Option (Right to Buy)	\$ 20.83	12/03/2009		M	500	04/30/2001 <sup>(5)</sup> 04/30/2010	Common Stock 500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCANLON PATRICK RONALD 175 LILAC LANE BREA, CA 92823			Vice President	

## Signatures

/s/ Patrick R. Scanlon      12/04/2009

\*\*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) DER units credited on 3/2/09 as dividend at FMV

(2) DER units credited on 6/1/09 as dividend at FMV

(3) DER units credited on 9/1/09 as dividend at FMV

(4) DER units credited on 12/1/09 as dividend at FMV

(5) The option became exercisable as to 33% of the total number of shares subject to the option on 4/30/01, 33% on 4/30/02, and 34% on 4/30/03.

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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