

GEDNEY WILLIAM C

Form 4

September 01, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEDNEY WILLIAM C

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1021 JASMINE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

REDLANDS, CA 92374

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	03/01/2011		A		29.2722 (1)	A	\$ 33.1 6,701.3909 D
Common Shares	06/01/2011		A		30.7585 (2)	A	\$ 34.19 6,732.1494 D
Common Shares	08/30/2011		M		750	A	\$ 23.43 7,482.1494 D
Common Shares	08/30/2011		S		750	D	\$ 35.32 6,732.1494 D
Common Shares	08/30/2011		M		750	A	\$ 23.15 7,482.1494 D

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Common Shares 08/30/2011 S 750 D \$ 35.32 6,732.1494 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock options (Right to Buy)	\$ 23.43	08/30/2011		M	750	02/03/2003 ⁽³⁾ 02/03/2012	Common Shares 750
Employee Stock options (Right to Buy)	\$ 23.15	08/30/2011		M	750	01/01/2004 ⁽⁴⁾ 12/31/2012	Common Shares 750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GEDNEY WILLIAM C 1021 JASMINE STREET REDLANDS, CA 92374	Vice President

Signatures

/s/ William C.
Gedney

09/01/2011

__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 3/1/2011 as dividend at FMV

(2) DER units credited on 6/1/2011 as dividend at FMV

(3) The option became exercisable as to 33% of the total number of shares subject to the option on 2/3/2003, 33% on 2/3/2004 and 34% on 2/3/2005

(4) The option became exercisable as to 33% of the total number of shares subject to the option on 1/1/2004, 33% on 1/1/2005 and 34% on 1/1/2006

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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