

SCANLON PATRICK RONALD
Form 4
August 29, 2012

FORM 4

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

OMB APPROVAL

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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)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2012

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

BREA, CA 92823

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

(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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/28/2012		M		124	A	\$ 33.73
Common Shares	08/28/2012		M		4,302	A	\$ 38.62
Common Shares	08/28/2012		M		2,887	A	\$ 34.11
Common Shares	08/28/2012		M		6,200	A	\$ 34.57
Common Shares	08/28/2012		M		1,874	A	\$ 33.36

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Common Shares 08/28/2012 S 15,387 D \$ 43.99 8,141.3193 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (Right to Buy)	\$ 33.73	08/28/2012		M	124	01/29/2007 01/29/2016	Common Shares	124
Employee Stock Options (Right to Buy)	\$ 38.62	08/28/2012		M	4,302	01/01/2008 01/01/2017	Common Shares	4,302
Employee Stock Options (Right to Buy)	\$ 34.11	08/28/2012		M	2,887	01/27/2009 01/27/2018	Common Shares	2,887
Employee Stock Options (Right to Buy)	\$ 34.57	08/28/2012		M	6,200	01/29/2010 01/29/2019	Common Shares	6,200
Employee Stock Options (Right to Buy)	\$ 33.36	08/28/2012		M	1,874	01/31/2011 01/31/2020	Common Shares	1,874

Buy)

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

08/29/2012

**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).

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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