

AMERICAN STATES WATER CO
 Form 4
 June 02, 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 *
 CONWAY SUSAN L

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2006

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

5271 PASATIEMPO DRIVE

(Street)

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

YORBA LINDA, CA 92686

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 06/01/2006 | | M | | 1,000 A \$ 23.21 | 2,135 | D |
| Common Stock | 06/01/2006 | | S | | 1,000 D \$ 37.49 | 1,135 | D |
| Common Stock | 06/01/2006 | | M | | 7,000 A \$ 23.43 | 8,135 | D |
| Common Stock | 06/01/2006 | | S | | 1,000 D \$ 37.45 | 7,135 | D |
| Common Stock | 06/01/2006 | | S | | 1,000 D \$ 37.5908 | 6,135 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 06/01/2006 | S | 1,000 | D | \$ 37.56 | 5,135 | D |
| Common Stock | 06/01/2006 | S | 1,000 | D | \$ 37.47 | 4,135 | D |
| Common Stock | 06/01/2006 | S | 1,000 | D | \$ 37.64 | 3,135 | D |
| Common Stock | 06/01/2006 | S | 1,000 | D | \$ 37.66 | 2,135 | D |
| Common Stock | 06/01/2006 | S | 1,000 | D | \$ 37.53 | 1,135 | 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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 23.21 | 06/01/2006 | | M | 1,000 | <u>(1)</u> 01/01/2001 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 23.43 | 06/01/2006 | | M | 7,000 | <u>(2)</u> 01/03/2012 | Common Stock | 7,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

CONWAY SUSAN L
5271 PASATIEMPO DRIVE
YORBA LINDA, CA 92686

Sr. Vice President

Signatures

/s/ Susan L.

Conway

06/02/2006

**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) The Option became exercisable as to 1,980 of the 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.
- (2) The Option became exercisable as to 2,995 of the 9,075 total number of shares subject to the option on February 3, 2003, an additional 2,995 shares on February 3, 2004 and an additional 3,085 on April 3, 2005.

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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