

GEDNEY WILLIAM C
Form 4
August 28, 2012

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 *
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)
08/24/2012

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

REDLANDS, CA 92374

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	06/01/2012		A		32.1037 (1) \$ 36.61	D	
Common Shares	08/24/2012		M		9,075 \$ 25.55	D	
Common Shares	08/24/2012		M		9,075 \$ 25.92	D	
Common Shares	08/24/2012		M		4,320 \$ 33.73	D	
Common Shares	08/24/2012		M		4,302 \$ 38.62	D	

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Common Shares	08/24/2012	M	2,887	A	\$ 34.11	37,856.3193	D
Common Shares	08/24/2012	M	6,200	A	\$ 34.57	44,056.3193	D
Common Shares	08/24/2012	M	1,874	A	\$ 33.36	45,930.3193	D
Common Shares	08/24/2012	S	100	D	\$ 43.35	45,830.3193	D
Common Shares	08/24/2012	S	109	D	\$ 43.36	45,721.3193	D
Common Shares	08/24/2012	S	200	D	\$ 43.38	45,521.3193	D
Common Shares	08/24/2012	S	100	D	\$ 43.39	45,421.3193	D
Common Shares	08/24/2012	S	424	D	\$ 43.4	44,997.3193	D
Common Shares	08/24/2012	S	100	D	\$ 43.41	44,897.3193	D
Common Shares	08/24/2012	S	100	D	\$ 43.42	44,797.3193	D
Common Shares	08/24/2012	S	300	D	\$ 43.48	44,497.3193	D
Common Shares	08/24/2012	S	100	D	\$ 43.49	44,397.3193	D
Common Shares	08/24/2012	S	2,296	D	\$ 43.5	42,101.3193	D
Common Shares	08/24/2012	S	1,904	D	\$ 43.51	40,197.3193	D
Common Shares	08/24/2012	S	1,400	D	\$ 43.52	38,797.3193	D
Common Shares	08/24/2012	S	1,200	D	\$ 43.53	37,597.3193	D
Common Shares	08/24/2012	S	1,200	D	\$ 43.54	36,397.3193	D
Common Shares	08/24/2012	S	1,100	D	\$ 43.55	35,297.3193	D
Common Shares	08/24/2012	S	1,300	D	\$ 43.56	33,997.3193	D
Common Shares	08/24/2012	S	1,300	D	\$ 43.57	32,697.3193	D
	08/24/2012	S	1,200	D		31,497.3193	D

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Common Shares					\$				43.58
Common Shares	08/24/2012		S	200	D	\$	31,297.3193		43.59
Common Shares	08/24/2012		S	400	D	\$	30,897.3193		43.6
Common Shares	08/24/2012		S	500	D	\$	30,397.3193		43.61
Common Shares	08/24/2012		S	600	D	\$	29,797.3193		43.62

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Options (Right to Buy)	\$ 25.55	08/24/2012		M	9,075	02/01/2005	02/01/2014	Common Shares	9,075
Employee Stock Options (Right to Buy)	\$ 25.92	08/24/2012		M	9,075	01/02/2006	01/02/2015	Common Shares	9,075
Employee Stock Options (Right to Buy)	\$ 33.73	08/24/2012		M	4,320	01/29/2007	01/29/2016	Common Shares	4,320

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Employee Stock Options (Right to Buy)	\$ 38.62	08/24/2012	M	4,302	01/01/2008	01/01/2017	Common Shares	4,302
Employee Stock Options (Right to Buy)	\$ 34.11	08/24/2012	M	2,887	01/27/2009	01/27/2018	Common Shares	2,887
Employee Stock Options (Right to Buy)	\$ 34.57	08/24/2012	M	6,200	01/29/2010	01/29/2019	Common Shares	6,200
Employee Stock Options (Right to Buy)	\$ 33.36	08/24/2012	M	1,874	01/31/2011	01/31/2020	Common Shares	1,874

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 08/27/2012

**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).

(1) DER units credited on 6/1/2012 as dividend at FMV

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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