

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the Securities And Exchange Act of 1934

Date of Report: September 23, 2004

(Date of earliest event reported): September 22, 2004

American States Water Company

(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or Other Jurisdiction
of Incorporation)

001-14431
(Commission File Number)

95-4676679
(I.R.S. Employer Identification No.)

630 East Foothill Blvd., San Dimas, California
(Address of principal executive offices)

91773
(Zip Code)

Registrant's telephone number, including area code: (909) 394-3600

N.A.

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 8-Other Events

Item 8.01. Other Events.

On September 23, 2004, the Registrant has issued a press release announcing the sale on September 22, 2004 of 1,400,000 of its Common Shares and granted an over-allotment option to the underwriter for purchase of up to 210,000 Common Shares.

Section 9-Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

99.1 Press Release issued by American States Water Company on September 23, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN STATES WATER COMPANY

/S/ ROBERT J. SPROWLS

Name: Robert J. Sprowls
Title: Senior Vice President, Chief Financial Officer, Corporate Secretary
and Treasurer

DATED: September 23, 2004

American States Water Company Announces Sale of Common Shares

SAN DIMAS, Calif.—(BUSINESS WIRE)—Sept. 23, 2004—American States Water Company (NYSE:AWR) announced today that it sold 1,400,000 common shares to the public on September 22, 2004 at \$25.26 per share and granted an over-allotment option to the underwriters for an additional 210,000 shares.

American States Water Company is the parent of Southern California Water Company, American States Utility Services, Inc. and Chaparral City Water Company. Through its subsidiaries, AWR provides water service to 1 out of 30 Californians located within 75 communities throughout 10 counties in Northern, Coastal and Southern California and to approximately 12,000 customers in the city of Fountain Hills, Arizona and portions of Scottsdale, Arizona. The Company also distributes electricity to approximately 22,000 customers in the Big Bear recreational area of California. Through its non-regulated subsidiary, American States Utility Services, the company contracts with various municipalities, the U. S. Government and private entities to provide various services, including billing and meter reading, water marketing and operation and maintenance of water and wastewater systems.

Certain matters discussed in this news release with regard to the Company's expectations may be forward-looking statements that involve risks and uncertainties. The assumptions and risk factors that could cause the actual results to differ materially include those described in the Company's Form 10-Qs and Form 10-K filed with the Securities and Exchange Commission.

CONTACT: American States Water Company
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