| SEC Form 4 | |
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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). |

1. Title of Security (Instr. 3)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | |
|----------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average bu | ırden | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

6. Ownership 7. Nature

| 1. Name and Address of Reporting Person [*] <u>WICKS FLOYD E</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN STATES WATER CO</u> [AWR] | | ationship of Reporting Pe k all applicable) Director Officer (give title | erson(s) to Issuer 10% Owner Other (specify |
|---|---------|---------------|---|------------------------------------|---|---|
| (Last) (First) (M 1647 POSILIPO LANE APT. E | | (Middle) E | 3. Date of Earliest Transaction (Month/Day/Year) 05/18/2006 | | below) CEO and Pro | below) esident |
| (Street) SANTA BARBARA | CA | 93108 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi ^r Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person |
| (Citv) | (State) | (Zip) | | 1 | | |

Zecurities Comparison Compari

| 1. The of Security (Instr. 3) | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | | Disposed Of 5) | (D) (Instr | . 3, 4 and | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership |
|-------------------------------|--------------------------|---|-----------------------------------|---|-------------------|---------------|------------|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 05/18/2006 | | S | | 400 | D | \$38.75 | 10,223.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.74 | 10,123.549 | D | |
| Common Stock | 05/18/2006 | | S | | 900 | D | \$38.73 | 9,223.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.72 | 9,023.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.71 | 8,823.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.7 | 8,723.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.69 | 8,523.549 | D | |
| Common Stock | 05/18/2006 | | S | | 400 | D | \$38.68 | 8,123.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.67 | 7,923.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.64 | 7,823.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.6 | 7,623.549 | D | |
| Common Stock | 05/18/2006 | | S | | 300 | D | \$38.59 | 7,323.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.58 | 7,223.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.57 | 7,023.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.51 | 6,823.549 | D | |
| Common Stock | 05/18/2006 | | S | | 400 | D | \$38.5 | 6,423.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.49 | 6,223.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.47 | 6,023.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.46 | 5,923.549 | D | |
| Common Stock | 05/18/2006 | | S | | 100 | D | \$38.43 | 5,823.549 | D | |
| Common Stock | 05/18/2006 | | S | | 200 | D | \$38.41 | 5,623.549 | D | |
| Common Stock | 05/18/2006 | | S | | 400 | D | \$38.38 | 5,223.549 | D | |
| Common Stock | 05/18/2006 | | S | | 300 | D | \$38.3 | 4,923.549(1) | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | (371 | , , | , | • • | , | | | | |
|---|---|--|---|---|---|--|---|---|--|--|--|
| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

| | | Ta | ble II - Deriva (e.g., p | | | | | ired, Disp options, o | | | or | r | | | |
|---|---------------|---------------------------|---|------------------------|---------|-----------------------|----------------|--------------------------------------|----------------------------------|-------------------------------------|--------------|--------------------------------------|-------------------------------------|------------------------------------|--|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4.ode | | (6A)Nu | m(160e)r | 6xDatisEbler | isDatatlee and | | aSolidiares | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative Esplangtion (Instr. 3) 1. Filing 2 of | | Date e(Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transa Code (8) | | Deriv Secu Acqu | rities | Expiration Da (Month/Day/) | | Amour Securi Underl Deriva | ties ying | Derivative Security (Instr. 5) | Securities Beneficially Owned | Form: Direct (D) or Indirect | of Indirect Beneficial Ownership (Instr. 4) |
| | Security | | | | | (A) or Dispo | osed | | | <u>Floyd</u> | E. Wicks | ting Person | Foll <u>05/19/200</u> Reported | | (1130.4) |
| | | | class of securities | | | (Instr Vand S | | or indirectly. | | | e of repor | ing r croon | (Instr. 4) | | |
| | | | g person, <i>see</i> Instr | | | | | | | | | | | | |
| | | | acts constitute Fed | | | | | | | | | | | | |
| Note: File th | ree copies of | this Form, one of w | hich must be manu | ally sig | hed. If | space | is insu | ficient, see Ir | struction 6 f | or proce | Angount | | | | |
| Persons w | o respond to | the collection of | information conta | ined in Code | | rm ar (A) | e not i (D) | equired to re Date Exercisable | spond unle Expiration Date | | of Shares | ays a currer | tly valid OMB I | lumber. | |