SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CONWAY SUSAN L (Last) (First) (Middle) 5271 PASATIEMPO DRIVE (Street) YORBA LINDA CA 92686 (City) (State) (Zip)	AMERICAN STATES WATER CO [AWR] 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) Sr. Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	
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	

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 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$23.21	06/01/2006		M			1,000	(1)	01/01/2001	Common Stock	1,000	$0	0	D	
Employee Stock Option (right to buy)	$23.43	06/01/2006		M			7,000	(2)	01/03/2012	Common Stock	7,000	$0	2,075	D	

Explanation of Responses:

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.

/s/ Susan L. Conway — 06/02/2006

** Signature of Reporting Person — Date

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

* 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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