

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CONWAY SUSAN L</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN STATES WATER CO [AWR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2006</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>5271 PASATIEMPO DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>YORBA LINDA CA 92686</u>								
(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	06/02/2006		M		2,075	A	\$23.43	3,210	D	
Common Stock	06/02/2006		S		2,075	D	\$37.6013	1,135	D	
Common Stock	06/02/2006		M		8,000	A	\$23.15	9,135	D	
Common Stock	06/02/2006		S		2,000	D	\$37.65	7,135	D	
Common Stock	06/02/2006		S		1,000	D	\$38.318	6,135	D	
Common Stock	06/02/2006		S		1,000	D	\$37.82	5,135	D	
Common Stock	06/02/2006		S		1,000	D	\$37.88	4,135	D	
Common Stock	06/02/2006		S		1,000	D	\$38.17	3,135	D	
Common Stock	06/02/2006		S		2,000	D	\$38	1,135	D	
Common Stock	06/05/2006		M		4,075	A	\$23.15	5,210	D	
Common Stock	06/05/2006		M		2,125	A	\$25.55	7,355	D	
Common Stock	06/05/2006		S		1,500	D	\$34.5429	5,835	D	
Common Stock	06/05/2006		S		1,000	D	\$37.85	4,835	D	
Common Stock	06/05/2006		S		1,500	D	\$37.25	3,335	D	
Common Stock	06/05/2006		S		1,500	D	\$36.92	1,835	D	
Common Stock	06/05/2006		S		700	D	\$37.36	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
Employee Stock Option (right to buy)	\$23.43	06/02/2006		M			2,075	(1)	02/03/2012	Common Stock	2,075	\$0	0	D	
Employee Stock Option (right to buy)	\$23.15	06/02/2006		M			8,000	(2)	12/31/2012	Common Stock	8,000	\$0	4,075	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
Employee Stock Option (right to buy)	\$23.15	06/05/2006		M			4,075	(2)	12/31/2012	Common Stock	4,075	\$0	0	D	
Employee Stock Option (right to buy)	\$25.55	06/05/2006		M			2,125	(3)	02/01/2014	Common Stock	2,125	\$0	9,950	D	

Explanation of Responses:

- 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 February 3, 2005.
- The Option became exercisable as to 3,985 of the 12,075 total number of shares subject to the option on December 31, 2003, an additional 3,985 shares on December 31, 2004 and an additional 4,05 on December 31, 2005.
- The Option became exercisable as to 3,960 of the total number of shares subject to the option on February 1, 2005, an additional 3,960 shares on February 1, 2006 and an additional 4,080 on February 1, 2007.

/s/ Susan L. Conway

06/06/2006

** 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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