

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>HARRIS MCCLELLAN III</u> (Last) (First) (Middle) 3419 VIA LIDO DRIVE PMB#334 (Street) NEWPORT CA 92663 (City) (State) (Zip)	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 Officer (give title below) Other (specify below) Sr. Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2011	
		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 Shares	03/01/2011		A		36,1409 ⁽¹⁾	A	\$33.1	8,933.0188	D	
Common Shares	06/01/2011		A		37,9762 ⁽²⁾	A	\$34.19	8,970.995	D	
Common Shares	09/01/2011		A		37,3691 ⁽³⁾	A	\$35.03	9,008.3641	D	
Common Shares	12/01/2011		A		37,3163 ⁽⁴⁾	A	\$35.36	9,045.6804	D	
Common Shares	12/05/2011		M		4,105	A	\$25.92	13,150.6804	D	
Common Shares	12/05/2011		M		3,618	A	\$33.73	16,768.6804	D	
Common Shares	12/05/2011		M		3,609	A	\$34.11	20,377.6804	D	
Common Shares	12/05/2011		M		5,016	A	\$34.57	25,393.6804	D	
Common Shares	12/05/2011		M		1,125	A	\$33.36	26,518.6804	D	
Common Shares	12/05/2011		S		17,473	D	\$35.61	9,045.6804	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					
Employee Stock Option (Right to Buy)	\$25.92	12/05/2011		M		4,105		01/02/2006 ⁽⁵⁾	01/02/2015	Common Shares	4,105	\$0	0	D
Employee Stock Option (Right to Buy)	\$33.73	12/05/2011		M		3,618		01/29/2007 ⁽⁶⁾	01/29/2016	Common Shares	3,618	\$0	0	D
Employee Stock Option (Right to Buy)	\$34.11	12/05/2011		M		3,609		01/27/2009 ⁽⁷⁾	01/27/2018	Common Shares	3,609	\$0	0	D
Employee Stock Option (Right to Buy)	\$34.57	12/05/2011		M		5,016		01/29/2010 ⁽⁸⁾	01/29/2019	Common Shares	5,016	\$0	0	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)	\$33.36	12/05/2011		M			1,125	01/31/2011 ⁽⁹⁾	01/31/2020	Common Shares	1,125	\$0	0	D	

Explanation of Responses:

- DER units credited on 3/1/2011 as dividend at FMV
- DER units credited on 6/1/2011 as dividend at FMV
- DER units credited on 9/1/2011 as dividend at FMV
- DER units credited on 12/1/2011 as dividend at FMV
- The option became exercisable as to 33% of the total number of shares subject to the option on 1/2/2006, 33% on 1/2/2007 and 34% on 1/2/2008
- The option became exercisable as to 33% of the total number of shares subject to the option on 1/29/2007, 33% on 1/29/2008 and 34% on 1/29/2009
- The option became exercisable as to 33% of the total number of shares subject to the option on 1/27/2009, 33% on 1/27/2010 and 34% on 1/27/2011
- The option became exercisable as to 33% of the total number of shares subject to the option on 1/29/2010, 33% on 1/29/2011 and 34% on 1/29/2012
- The option became exercisable as to 33% of the total number of shares subject to the option on 1/31/2011, 33% on 1/31/2012 and 34% on 1/31/2013

/s/ McClellan Harris III

12/07/2011

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.