

GEDNEY WILLIAM C
Form 4
December 07, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEDNEY WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
AMERICAN STATES WATER CO
[AWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1021 JASMINE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

REDLANDS, CA 92374

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/02/2009		A		15.4199 (1) \$ 33.93	A	3,233.8261 D
Common Stock	06/01/2009		A		16.6316 (2) \$ 31.69	A	3,250.4577 D
Common Stock	09/01/2009		A		16.2004 (3) \$ 32.79	A	3,266.6581 D
Common Stock	12/01/2009		A		16.5923 (4) \$ 33.55	A	3,283.2504 D
Common Stock	12/04/2009		M		500 \$ 20.83	A	3,783.2504 D

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Common Stock 12/04/2009 S 500 D \$ 34.41 3,283.2504 D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
Employee Stock Options (Right to Buy)	\$ 20.83	12/04/2009		M	500	04/30/2001 ⁽⁵⁾ 04/30/2010	Common Stock 500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEDNEY WILLIAM C 1021 JASMINE STREET REDLANDS, CA 92374			Vice President	

Signatures

/s/ William C. Gedney 12/07/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) DER units credited on 03/02/09 as dividend at FMV

(2) DER units credited on 06/01/09 as dividend at FMV

(3) DER units credited on 09/01/09 as dividend at FMV

(4) DER units credited on 12/01/09 as dividend at FMV

(5) This option became exercisable as to 33% of the total number of shares subject to the option on 4/30/01, 33% on 4/30/02 and 34% on 4/30/03.

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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