

GALLAGHER JAMES B
Form 4
August 14, 2012

FORM 4

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

OMB APPROVAL

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

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 *
GALLAGHER JAMES B

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)
15786 PISTACHIO STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

CHINO HILLS, CA 91709

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

(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 or Price | | |
| Common Shares | 06/01/2012 | | A | | 32.1037 (1) \$ 36.61 | D | |
| Common Shares | 08/10/2012 | | M | | 9,075 \$ 25.55 | D | |
| Common Shares | 08/10/2012 | | M | | 9,075 \$ 25.92 | D | |
| Common Shares | 08/10/2012 | | S | | 100 \$ 43.16 | D | |
| Common Shares | 08/10/2012 | | S | | 100 \$ 43.22 | D | |

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| | | | | | | | |
|---------------|------------|---|-----|---|----------|-------------|---|
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.24 | 27,741.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.36 | 27,641.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.37 | 27,541.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.41 | 27,441.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.45 | 27,341.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.46 | 27,241.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.47 | 27,141.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.48 | 27,041.0432 | D |
| Common Shares | 08/10/2012 | S | 90 | D | \$ 43.49 | 26,951.0432 | D |
| Common Shares | 08/10/2012 | S | 200 | D | \$ 43.5 | 26,751.0432 | D |
| Common Shares | 08/10/2012 | S | 300 | D | \$ 43.51 | 26,451.0432 | D |
| Common Shares | 08/10/2012 | S | 200 | D | \$ 43.52 | 26,251.0432 | D |
| Common Shares | 08/10/2012 | S | 210 | D | \$ 43.53 | 26,041.0432 | D |
| Common Shares | 08/10/2012 | S | 300 | D | \$ 43.55 | 25,741.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.56 | 25,641.0432 | D |
| Common Shares | 08/10/2012 | S | 200 | D | \$ 43.58 | 25,441.0432 | D |
| Common Shares | 08/10/2012 | S | 200 | D | \$ 43.59 | 25,241.0432 | D |
| Common Shares | 08/10/2012 | S | 500 | D | \$ 43.6 | 24,741.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.61 | 24,641.0432 | D |
| Common Shares | 08/10/2012 | S | 100 | D | \$ 43.62 | 24,541.0432 | D |
| | 08/10/2012 | S | 500 | D | | 24,041.0432 | D |

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| | | | | | | | |
|---------------|------------|---|-----|---|----------|-------------|---|
| Common Shares | | | | | \$ 43.63 | | |
| Common Shares | 08/10/2012 | S | 300 | D | \$ 43.64 | 23,741.0432 | D |
| Common Shares | 08/10/2012 | S | 700 | D | \$ 43.65 | 23,041.0432 | D |
| Common Shares | 08/10/2012 | S | 697 | D | \$ 43.66 | 22,344.0432 | D |
| Common Shares | 08/10/2012 | S | 203 | D | \$ 43.67 | 22,141.0432 | D |

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

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 control number.

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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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Employee Stock Options (Right to Buy) | \$ 25.55 | 08/10/2012 | | M | 9,075 | 02/01/2005 02/01/2014 | Common Shares | 9,075 | |
| Employee Stock Options (Right to Buy) | \$ 25.92 | 08/10/2012 | | M | 9,075 | 01/02/2006 01/02/2015 | Common Shares | 9,075 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

GALLAGHER JAMES B
15786 PISTACHIO STREET
CHINO HILLS, CA 91709

Vice President

Signatures

/s/ James B.
Gallagher

08/14/2012

__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 6/1/2012 as dividend at FMV

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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