

Rentfrow Diane D
Form 4
February 01, 2010

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 *
Rentfrow Diane D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

5550 VIA VALLARTA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2010

YORBA LINDA, CA 92887

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/01/2009		A		15.094 ⁽¹⁾	A	\$ 32.79
Common Stock	12/01/2009		A		15.4591 ⁽²⁾	A	\$ 33.55
Common Stock	01/28/2010		F		135.8984 ⁽⁴⁾	D	\$ 33.55
Common Stock	01/30/2010		F		179.4383 ⁽⁵⁾	D	\$ 33.22
Common Stock	02/01/2010		A		131.6088 ⁽³⁾	A	\$ 0
							2,252.822
							2,268.2811
							2,132.3827
							1,952.8428
							3,990.487
							I
							401K

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Rentfrow Diane D, 5550 VIA VALLARTA, YORBA LINDA, CA 92887, Vice President.

Signatures

/s/ Diane D. 02/01/2010
Rentfrow

**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 09/01/2009 as dividend at FMV
(2) DER units credited on 12/1/2009 as dividend at FMV
(3) Updated 401K employee contributions of company stock
(4) 309 previously reported RSU's vested on 1/28/2010 of which 135.8984 were withheld to satisfy tax withholding
(5) 408 previously reported RSU's vested on 1/30/2010 of which 179.4383 were withheld to satisfy tax withholding

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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