

HARRIS MCCLELLAN III
 Form 4
 December 07, 2011

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 *
HARRIS MCCLELLAN III

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)
Sr. Vice President

(Last) (First) (Middle)
3419 VIA LIDO DRIVE PMB#334
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2011

NEWPORT BEACH, CA 92663

(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 or 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 |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|-------------|---|
| 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 |

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 | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 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 |
| 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 |
| 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 |

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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRIS MCCLELLAN III 3419 VIA LIDO DRIVE PMB#334 NEWPORT BEACH, CA 92663 | | | Sr. Vice President | |

Signatures

/s/ McClellan

Harris III

12/07/2011

**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 3/1/2011 as dividend at FMV

(2) DER units credited on 6/1/2011 as dividend at FMV

(3) DER units credited on 9/1/2011 as dividend at FMV

(4) DER units credited on 12/1/2011 as dividend at FMV

(5) 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

(6) 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

(7) 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

(8) 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

(9) 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

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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