Edgar Filing: AMERICAN STATES WATER CO - Form 4

AMERICAN STATES WATER CO

Form 4 January 30, 2008

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARRIS MCCLELLAN III			suer Name and Ticker or Trading ol ERICAN STATES WATER CC [R]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (,	te of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
3419 VIA LIDO DRIVE PMB#334			th/Day/Year) 2/2008	below) Sr. Vice President			
	(Street)	4. If A	Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEWPOR	Г ВЕАСН, СА 92	2663		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye	Code (Instr. 3, 4 and 5)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
			Code V Amount (D) Price	(msu. 3 and 4)			
common	01/28/2008		A 1,103 A \$0	8,007.081 D			

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transacti Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 34.11	01/28/2008		A	3,609	<u>(1)</u>	01/27/2018	common	3,609

Relationship

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Othe		

HARRIS MCCLELLAN III 3419 VIA LIDO DRIVE PMB#334 NEWPORT BEACH, CA 92663

Sr. Vice President

Signatures

/s/ McClellan Harris III 01/30/2008

**Signature of Reporting
Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option became exercisable as to 33% of the total number of shares subject to the option on January 27, 2009
- (2) 333 previously reported RSU's vested on 1/2/08; of which 143 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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