SCANLON PATRICK RONALD

Form 4 January 05, 2010

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or 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

response...

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SCANLON PATRICK RONALD | | | 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) | | fiddle) 3. | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2010 | | | | | Director 10% OwnerX Officer (give title Other (specify below) Vice President | | | |
| BREA, CA | (Street) 92823 | | | dment, Da h/Day/Year | te Origina | 1 | | 6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person | | rson | |
| (City) | (State) | (Zip) | Table | I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Dany (Month/Day | Date, if | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose 4 and (A) or | d of (D) 5) Price | 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) | |
| Common Stock | 01/02/2010 | | | F | 128 (1) | D | \$ 35 41 | 3,598.6108 | 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.

SEC 1474

(9-02)

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title at Amount of | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|-------------------------|------------------|---|-------------------------------|--------------------|--|-------------------------|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (monda, Day, Teal) | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Underlyin Securities (Instr. 3 a | ng s | (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | nount umber uares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCANLON PATRICK RONALD

175 LILAC LANE Vice President

BREA, CA 92823

Signatures

/s/ Patrick R. 01/05/2010 Scanlon

**Signature of Date
Reporting Person

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) 292 previously reported RSU's vested on 1/2/10 of which 128 were withheld to satisfy tax witholding

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.

Reporting Owners 2