

AMERICAN STATES WATER CO  
 Form 4  
 May 19, 2006

**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 \*  
**WICKS FLOYD E**  
  
 (Last) (First) (Middle)  
 1647 POSILIPO LANE APT. E  
 (Street)  
 SANTA BARBARA, CA 93108  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/18/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CEO and President

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	05/18/2006		M		12,000	A	\$ 20.83
Common Stock	05/18/2006		S		200	D	\$ 38.97
Common Stock	05/18/2006		S		300	D	\$ 38.96
Common Stock	05/18/2006		S		400	D	\$ 38.95
Common Stock	05/18/2006		S		200	D	\$ 38.92

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Common Stock	05/18/2006	S	100	D	\$ 38.91	15,723.549	D
Common Stock	05/18/2006	S	300	D	\$ 38.9	15,423.549	D
Common Stock	05/18/2006	S	200	D	\$ 38.89	15,223.549	D
Common Stock	05/18/2006	S	600	D	\$ 38.88	14,623.549	D
Common Stock	05/18/2006	S	100	D	\$ 38.87	14,523.549	D
Common Stock	05/18/2006	S	200	D	\$ 38.86	14,323.549	D
Common Stock	05/18/2006	S	700	D	\$ 38.85	13,623.549	D
Common Stock	05/18/2006	S	300	D	\$ 38.84	13,323.549	D
Common Stock	05/18/2006	S	200	D	\$ 38.83	13,123.549	D
Common Stock	05/18/2006	S	600	D	\$ 38.82	12,523.549	D
Common Stock	05/18/2006	S	400	D	\$ 38.81	12,123.549	D
Common Stock	05/18/2006	S	200	D	\$ 38.79	11,923.549	D
Common Stock	05/18/2006	S	700	D	\$ 38.78	11,223.549	D
Common Stock	05/18/2006	S	200	D	\$ 38.77	11,023.549	D
Common Stock	05/18/2006	S	400	D	\$ 38.76	10,623.549 <sup>(2)</sup>	D

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

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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	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 Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Employee Stock Option (right to buy)	\$ 20.83	05/18/2006	M	12,000	<u>(1)</u>	04/30/2010	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WICKS FLOYD E 1647 POSILIPO LANE APT. E SANTA BARBARA, CA 93108			CEO and President	

## Signatures

/s/ Floyd E. Wicks  
05/19/2006

\*\*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) The Option became exercisable as to 3,960 of the total number of shares subject to the option on April 30, 2001, an additional 3,960 shares on April 30, 2002 and an additional 4,080 on April 30, 2003.
- (2) Filing 1 of 2

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.