

AMERICAN STATES WATER CO  
 Form 4  
 January 05, 2015

**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 \*  
 ROSS LLOYD E

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2015

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

PO BOX 2380  
 (Street)

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

BIG FORK, MT 59911

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	08/15/2014		A		122.996 (1) \$ 31.26	A	D
Common Shares	09/02/2014		A		11.5876 (2) \$ 32.26	A	D
Common Shares	11/14/2014		A		113.0565 (3) \$ 34.24	A	D
Employee Stock Option (Right to Buy)	01/02/2015		M		6,000 \$ 13.41	D	D

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Employee Stock Option (Right to Buy)	01/02/2015	S	900	D	\$ 37.55	56,366.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	122	D	\$ 37.57	56,244.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	78	D	\$ 37.6	56,166.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.61	56,066.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.63	55,966.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.64	55,866.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 37.66	55,666.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	400	D	\$ 37.68	55,266.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.72	55,166.2555	D
	01/02/2015	S	100	D		55,066.2555	D

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Employee Stock Option (Right to Buy)					\$ 37.73		
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.75	54,966.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 37.77	54,766.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.79	54,666.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 37.81	54,466.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.88	54,366.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 37.92	54,166.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.93	54,066.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	400	D	\$ 37.95	53,666.2555	D
	01/02/2015	S	100	D		53,566.2555	D

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Employee Stock Option (Right to Buy)					\$ 37.97		
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.98	53,466.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 37.99	53,366.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 38	53,166.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	200	D	\$ 38.01	52,966.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	400	D	\$ 38.04	52,566.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	300	D	\$ 38.05	52,266.2555	D
Employee Stock Option (Right to Buy)	01/02/2015	S	100	D	\$ 38.06	52,166.2555	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 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)	\$ 13.41	01/02/2015		M	6,000	05/17/2005	05/16/2015	Common Shares	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS LLOYD E PO BOX 2380 BIG FORK, MT 59911		X		

## Signatures

/s/ Lloyd E. Ross  
01/05/2015

\*\*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 8/15/2014 as dividend at FMV
  - (2) DER units credited on 9/2/2014 as dividend at FMV
  - (3) DER units credited on 11/14/2014 as dividend at FMV

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.