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AMERICAN STATES WATER CO

Form 10-K/A

April 28, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1
FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003 OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ____ TO ____

COMMISSION FILE NUMBER	REGISTRANT, STATE OF INCORPORATION ADDRESS AND TELEPHONE NUMBER	IRS EMPLOYER IDENTIFICATION NO.
333-47647	American States Water Company (Incorporated in California) 630 East Foothill Boulevard, San Dimas 91773 (909) 394-3600	95-4676679
000-01121	Southern California Water Company (Incorporated in California) 630 East Foothill Boulevard, San Dimas 91773 (909) 394-3600	95-1243678

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of Each Class	Name of Each Exchange on Which Registered
American States Water Company Common Shares	New York Stock Exchange
Rights to Purchase Junior Participating Preferred Stock	

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

American States Water Company	Yes ☒	No ☐
Southern California Water Company	Yes ☒	No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act.).

American States Water Company	Yes ☒	No ☐
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Southern California Water Company Yes [] No [X]

The aggregate market value of the total voting common stock held by non-affiliates of American States Water Company was approximately \$415,019,000 on June 30, 2003. The closing price per Common Share on June 30, 2003, as quoted in the Western Edition of THE WALL STREET JOURNAL, was \$27.30. As of June 30, 2003, the number of Common Shares of American States Water Company, outstanding was 15,202,152. As of that same date, American States Water Company owned all 110 outstanding Common Shares of Southern California Water Company. The aggregate market value of the total voting stock held by non-affiliates of Southern California Water Company was zero on June 30, 2003.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Proxy Statement of American States Water Company has been filed with the Securities and Exchange Commission as to Part III, Item Nos. 10, 11, 12, 13 and 14, in each case as specifically referenced herein.

AMERICAN STATES WATER COMPANY AND SOUTHERN CALIFORNIA WATER COMPANY

FORM 10-K/A
AMENDMENT NO. 1

INDEX

PART I

Item 1: Not applicable in this Amendment No. 1
Item 2: Not applicable in this Amendment No. 1
Item 3: Not applicable in this Amendment No. 1
Item 4: Not applicable in this Amendment No. 1

PART II

Item 5: Not applicable in this Amendment No. 1
Item 6: Not applicable in this Amendment No. 1
Item 7: Not applicable in this Amendment No. 1
Item 7A: Not applicable in this Amendment No. 1
Item 8: Not applicable in this Amendment No. 1
Item 9: Not applicable in this Amendment No. 1
Item 9A: Not applicable in this Amendment No. 1

PART III

Item 10: Not applicable in this Amendment No. 1
Item 11: Not applicable in this Amendment No. 1
Item 12: Not applicable in this Amendment No. 1
Item 13: Not applicable in this Amendment No. 1
Item 14: Not applicable in this Amendment No. 1
Item 15: Exhibits

Signature(s)

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PART III

ITEM 15. EXHIBITS

- 3.1 By-Laws of American States Water Company incorporated herein by reference to Registrant's Form 8-K, dated November 2, 1998.
- 3.2 By-laws of Southern California Water Company incorporated by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 2001.
- 3.3 Amended and Restated Articles of Incorporation of American States Water Company, as amended. (1)
- 3.4 Restated Articles of Incorporation of Southern California Water Company incorporated herein by reference to Southern California Water Company's Form 8-K, dated January 20, 1999.
- 4.1 Amended and Restated Rights Agreement, dated January 25, 1999, by and between American States Water Company and ChaseMellon Shareholder Services, L.L.C., as Rights Agent incorporated by reference to Registrant's Form 10-K for the year ended December 31, 1998.
- 4.2 Indenture, dated September 1, 1993 between Southern California Water Company and Chemical Trust Company of California incorporated herein by reference to Registrant's Form 8-K.
- 10.1 Agreement of Merger dated as of June 25, 1998 by and among Southern California Water Company, SCW Acquisition Corp. and American States Water Company incorporated herein by reference to Registrant's Form 8-K, dated July 1, 1998.
- 10.2 Deferred Compensation Plan for Directors and Executives incorporated herein by reference to Registrant's Registration Statement on Form S-2, Registration No. 33-5151. (2)
- 10.3 Second Sublease dated October 5, 1984 between Southern California Water Company and Three Valleys Municipal Water District incorporated herein by reference to Registrant's Registration Statement on Form S-2, Registration No. 33-5151.
- 10.4 Note Agreement dated as of May 15, 1991 between Southern California Water Company and Transamerica Occidental Life Insurance Company incorporated herein by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 1991.
- 10.5 Schedule of omitted Note Agreements, dated May 15, 1991, between Southern California Water Company and Transamerica Annuity Life Insurance Company, and Southern California Water Company and First Colony Life Insurance Company incorporated herein by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 1991.
- 10.6 Loan Agreement between California Pollution Control Financing Authority and Southern California Water Company, dated as of December 1, 1996 incorporated by reference to Registrant's Form 10-K for the year ended December 31, 1998.

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- 10.7 Agreement for Financing Capital Improvement dated as of June 2, 1992 between Southern California Water Company and Three Valleys Municipal Water District incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1992.
- 10.8 Water Supply Agreement dated as of June 1, 1994 between Southern California Water Company and Central Coast Water Authority incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1994.
- 10.9 Amended and Restated Retirement Plan for Non-Employee Directors of American States Water Company, dated as of October 25, 1999, incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1999. (2)
- 10.10 Dividend Reinvestment and Common Share Purchase Plan incorporated herein by reference to American States Water Company Rule 424 (b) (3) filing dated October 27, 1999.
- 10.11 Amended and Restated Change in Control Agreements, dated as of October 25, 1999, between American States Water Company, Southern California Water Company and certain executives incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1999. (2)
- 10.12 Amended and Restated Change in Control Agreements, dated as of October 25, 1999, between Southern California Water Company and certain executives incorporated by reference to Registrant's Form 10-K with respect to the year ended December 31, 1999. (2)
- 10.13 Southern California Water Company Pension Restoration Plan incorporated herein by reference to Registrant's Form 10-K with respect to the year ended December 31, 1999. (2)
- 10.14 American States Water Company Annual Incentive Plan as amended April 29, 2002 incorporated by reference to Registrant's Form 10-Q for the quarter ended March 31, 2002. (2)
- 10.15 American States Water Company amended 2000 Stock Incentive Plan incorporated herein by reference to Registrant's Form 10-Q for the quarter ended September 30, 2003. (2)
- 10.16 Loan and Trust Agreement between The Industrial Development Authority of The County of Maricopa, Chaparral City Water Company and Bank One, Arizona, NA,, dated as of December 1, 1997 incorporated by reference to Registrant's Form 10-K with respect to the year ended December 31, 2000.
- 10.17 Delivery Agreement between Central Arizona Water Conservation District and Chaparral City Water Company, dated as of December 6, 1984 incorporated by reference to Registrant's Form 10-K with respect to the year ended December 31, 2000.
- 10.18 Repayment Contract between the United States Bureau of Reclamation and Chaparral City Water Company, dated as of December 6, 1984 for construction of a delivery and storage system to transport CAP water incorporated by reference to Registrant's Form 10-K with respect to the year ended December 31, 2000.
- 10.19 Energy Transaction Confirmation with Mirant Americas Energy Marketing, LP incorporated by reference to Registrant's Form 10-Q with respect to

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the quarter ended March 31, 2001.

- 10.20 Power Purchase Agreement in June 2001 between Southern California Water Company and Pinnacle West Capital Corporation incorporated by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 2001.
- 10.21 Western Systems Power Pool Agreement incorporated by reference to Registrant's Form 10-Q with respect to the quarter ended June 30, 2001.
- 10.22 Automated Power Exchange Master Service and Participation Agreement incorporated by reference to Registrant's Form 10-K with respect to the year ended December 31, 2001.
- 10.23 American States Water Company Three-Year Dividend Equivalent Right Certificate incorporated by reference to Registrant's Form 10-Q for the quarter ended March 31, 2002. (2)

- 10.24 Power Purchase Agreement dated September 3, 2002 between Southern California Water Company and Pinnacle West Capital Corporation incorporated by reference to Registrant's Form 10-K for the year ended December 31, 2002.
- 10.25 Amendment to the Credit Agreement between American States Water Company dated June 6, 2002 with Wells Fargo Bank, N.A., as Administrative Agent incorporated by reference to Registrant's Form 10-K for the year ended December 31, 2003.
- 21. Subsidiaries of Registrant (1)
- 23. Consent of Independent Public Accountants incorporated herein by reference to Registrant's Form 10-K for the year ended December 31, 2003.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (1)
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 incorporated herein by reference to Registrant's Form 10-K for the year ended December 31, 2003.
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 incorporated herein by reference to Registrant's Form 10-K for the year ended December 31, 2003.

(1) Filed concurrently herewith

(2) Management contract or compensatory arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934,

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Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN STATES WATER COMPANY
and its subsidiary
SOUTHERN CALIFORNIA WATER COMPANY

By: /s/ McClellan Harris III

Senior Vice President-Finance,
Chief Financial Officer, Treasurer
and Secretary

Date: April 28, 2004
