FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	DVAL							
l	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name ar	2. Issuer Name and Ticker or Trading Symbol AMERICAN STATES WATER CO [ AWR ]											5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title X Other (specify									
(Last) (First) (Middle) 3825 CANFIELD ROAD					3. Date of Earliest Transaction (Month/Day/Year) 02/13/2006											belo	,	itrolle	below)		
	PASADENA CA 91107				4. If Amendment, Date of Original Filed (Month/Day/Year)											Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of S	action 2A. Deemed Execution Date, if any (Month/Day/Year)			med on Date	3. Co	3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3,			d (A) or	5. Am Secur Benef Owne	ount of ities icially d Following	Forn (D) o	wnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
					Co	de \	v	Amount	t (A) or (D)		Price	Trans	Reported Transaction(s) (Instr. 3 and 4)								
	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 Da if any (Month/Day/\(^1)	ate, Tr	Transaction Code (Instr				6. Date Exercisa Expiration Date (Month/Day/Year		ate		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		Security	8. Price o Derivativ Security (Instr. 5)		Ow For Oir Or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				C	ode V	,	(A)	(D)	Date Exerci	sable	Ex <sub>I</sub>	piration te	Title		Amount or Number of Shares						
Common	\$33.73	01/30/2006			A		248		01/29	2007	01/	29/2016	Comi	mon	248	\$33.73	1,748		D		
Common	\$33.73	01/30/2006			A		248		01/29	2008	01/	29/2016	Com	mon	248	\$33.73	1,996		D		
Common	\$33.73	01/30/2006			A		254		01/29	2009	01/	29/2016	Com	mon	254	\$33.73	2,250		D		

**Explanation of Responses:** 

/s/ Gladys Farrow

02/13/2006

\*\* Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).