

As filed with the Securities and Exchange Commission
on July 13, 2000
Registration No. 333-68299

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
Form S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

AMERICAN STATES WATER COMPANY
(Exact name of Registrant as specified in its charter)
California 95-4676679
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

630 East Foothill Boulevard
San Dimas, California 91773
(909) 394-3600

(Address, including zip code, and telephone number,
including area code, of
Registrant's principal executive offices)

McClellan Harris III
630 East Foothill Boulevard
San Dimas, California 91773
(909) 394-3600
(Name, address, including zip code, and telephone
number, including area
code, of agent for service)

Approximate date of commencement of proposed sale
to the public:
From time to time after the effective date of this
Post-Effective Amendment to the
Registration Statement as
determined by market conditions.

If the only securities being registered on this form are
being offered pursuant to dividend or interest reinvestment
plans, please check the following box. []

If any of the securities being registered on this form are
to be offered on a delayed or continuous basis pursuant to
Rule 415 under the Securities Act of 1933, other than securities
offered only in connection with dividend or interest
reinvestment plans, check the following box. [x]

If this form is filed to register additional securities
for an offering pursuant to Rule 462(b) under the Securities
Act, please check the following box and list the Securities
Act registration statement number of the earlier effective
registration statement for the same offering. [] _____

If this form is a post-effective amendment filed pursuant
to Rule 462(c) under the Securities Act, check the following
box and list the Securities Act registration statement number
of the earlier effective registration statement for the same
offering. [] _____

If delivery of the prospectus is expected to be made
pursuant to Rule 434, please check the following box. []

This Amendment has been filed to indicate that the
securities are being offered on a delayed or continuous
basis pursuant to Rule 415. This filing corrects a clerical
error in the original filing.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.*

Registration fee	\$16,680
Rating agency fees	45,000*
Printing and engraving expenses	75,000*
Accounting fees and expenses	15,000*
Legal fees and expenses	110,000*
Blue sky fees and expenses	20,000*
Fees and expenses of Transfer Agent, Trustee and Depository	20,000*
Miscellaneous	9,000*

Total	\$441,680

* Expenses are estimated except for the registration fee.

Item 15. Indemnification of Directors and Officers.

Section 317 of the General Corporation Law of California provides that a corporation has the power, and in some cases is required, to indemnify an agent, including a director or officer, who was or is a party or is threatened to be made a party to any proceeding, against certain expenses, judgments, fines, settlements and other amounts under certain circumstances. Article VI of the Company's Bylaws provides for the indemnification of directors, officers and agents as allowed by statute. In addition, the Company has purchased directors and officers insurance policies which provide insurance against certain liabilities of directors and officers of the Company.

Item 16. Exhibits.

Exhibit Number	Description of Exhibit
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*1.01	Forms of Underwriting Agreement or Distribution Agreement.
3.01	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Form 8-K filed on November 2, 1998)
3.02	Bylaws (incorporated by reference to Form 8-K filed on November 2, 1998)
3.03	Rights Agreement dated August 3, 1998 between the Company and Chase Mellon Shareholder Services L.L.C. (incorporated by reference to the Company's current Report on form 8-K filed August 20, 1998)
4.01	Indenture with respect to Debt Securities.
4.02	Form of Deposit Agreement with respect to the Depository Shares.
4.03	Form of Certificate for Common Shares
*5.01	Opinion of O'Melveny & Myers LLP as to the validity of Securities issued by the Company.
12.01	Computation of Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Share Dividends of the Company.
23.01	Consent of Arthur Andersen LLP.
*23.02	Consent of O'Melveny & Myers LLP (included in Exhibit 5.1).
24.01	Power of Attorney (included on page II-3).
25.01	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of the Trustee.

* To be filed by amendment or pursuant to a Form 8-K.

Item 17. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this

Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, unless the information required to be included in such post-effective amendment is contained in a periodic report filed by Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 and incorporated herein by reference;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement, unless the information required to be included in such post-effective amendment is contained in a periodic report filed by each Registrant pursuant to Section 13 or Section 15(d) of the Securities Act of 1934 and incorporated herein by reference. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of a Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing a Post-Effective Amendment to Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Dimas, State of California, on July 13, 2000.

AMERICAN STATES WATER COMPANY

By: /s/ Floyd E. Wicks

Name: Floyd E. Wicks
Title: Principal Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Floyd E. Wicks	/s/ Floyd E. Wicks ----- Principal Executive Officer, President, Chief Executive Officer and Director	July 13, 2000
McClellan Harris III	/s/ McClellan Harris III ----- Principal Financial Officer and Principal Accounting Officer, Chief Financial Officer, Treasurer and Secretary	July 13, 2000
Lloyd E. Ross	/s/ McClellan Harris III ----- Chairman of the Board and Director	July 13, 2000
James L. Anderson	/s/ McClellan Harris III ----- Director	July 13, 2000
Jean E. Auer	/s/ McClellan Harris III ----- Director	July 13, 2000
N.P. Dodge, Jr.	/s/ McClellan Harris III ----- Director	July 13, 2000
Robert F. Kathol	/s/ McClellan Harris III ----- Director	July 13, 2000
Anne Holloway	/s/ McClellan Harris III ----- Director	July 13, 2000