

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>DICKSON JOEL A</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN STATES WATER CO [ AWR ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. Vice President</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/26/2006</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
1062 FULLER DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <b>CLAREMONT CA 91711</b>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/26/2006		M		4,000	A	\$20.83	7,499	D	
Common Stock	05/26/2006		S		500	D	\$37.88	6,999	D	
Common Stock	05/26/2006		S		400	D	\$37.86	6,599	D	
Common Stock	05/26/2006		S		1,100	D	\$37.85	5,499	D	
Common Stock	05/26/2006		S		200	D	\$37.84	5,299	D	
Common Stock	05/26/2006		S		100	D	\$37.83	5,199	D	
Common Stock	05/26/2006		S		1,700	D	\$37.82	3,499	D	
Common Stock	05/26/2006		M		800	A	\$23.21	4,299	D	
Common Stock	05/26/2006		S		100	D	\$37.94	4,199	D	
Common Stock	05/26/2006		S		200	D	\$37.91	3,999	D	
Common Stock	05/26/2006		S		300	D	\$37.9	3,699	D	
Common Stock	05/26/2006		S		100	D	\$37.89	3,599	D	
Common Stock	05/26/2006		S		100	D	\$37.87	3,499	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$20.83	05/26/2006		M		4,000		(1)	04/30/2010	Common Stock	4,000	\$0	0	D	
Employee Stock Option (right to buy)	\$23.21	05/26/2006		M		800		(2)	01/01/2011	Common Stock	800	\$0	5,200	D	

**Explanation of Responses:**

- The Option became exercisable as to 1,980 of the total number of shares subject to the option on April 30, 2001, an additional 1,980 shares on April 30, 2002 and an additional 2,040 on April 30, 2003.
- The Option became exercisable as to 1,980 of the total number of shares subject to the option on January 1, 2002, an additional 1,980 shares on January 1, 2003 and an additional 2,040 on January 1, 2004.

/s/ Joel A. Dickson

05/26/2006

\*\* Signature of Reporting Person

Date

\* 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).

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

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