

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 27, 2003

American States Water Company

(Exact name of registrant as specified in its charter)

American States Water Company

California

333-47647

95-4676679

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

630 East Foothill Boulevard, San Dimas, California

91773-9016

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number including area code: (909) 394-3600

(Former name or former address, if changed since last report.)

Not applicable.

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Item 5. Other Events and Regulation FD Disclosure.

In connection with American States Water Company's Registration Statement on Form S-8, the Company is filing a description of its common shares for the purpose of updating that description and a form of common share certificate.

The Company is authorized to issue up to 30,000,000 common shares, no par value. At August 27, 2003, 15,202,152 shares of its common shares were outstanding.

Holders of the Company's common shares are entitled to receive such dividends as the Company's board of directors may from time to time declare, subject to any rights of holders of outstanding new preferred shares. Except as provided by law, each holder of common shares is entitled to one vote per share on each matter submitted to a vote of a meeting of shareholders, subject to cumulative voting rights with respect to the election of directors and any class or series voting rights of outstanding new preferred shares.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Company's common shares, subject to any rights of outstanding new preferred shares, are entitled to receive any remaining assets of the Company after the discharge of its liabilities.

Holders of the Company's common shares are not entitled to preemptive rights to subscribe for or purchase any part of any new or additional issue of stock or securities convertible into stock. The Company's common shares do not contain any redemption provisions or conversion rights and are not liable to assessment or further call.

The Company's common shares are listed on the New York Stock Exchange under the symbol "AWR". Mellon Investor Services, LLC is the registrar and transfer agent for the common shares. Holders of the common shares may participate in the Company's Dividend Reinvestment and Stock Purchase Plan. Each holder of a common share is also entitled to one right issued pursuant to the Company's Shareholder Rights Plan.

The Company's board of directors is authorized, pursuant to the Company's articles of incorporation, to issue up to 150,000 new preferred shares, no par value, in one or more series and to determine or alter rights, preferences, privileges and restrictions granted to or imposed upon any such series. As of August 27, 2003, no new preferred shares were outstanding.

Item 7. Financial Statements and Exhibits.

4.1 Form of common share certificate

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN STATES WATER COMPANY

/s/ McClellan Harris III

By: _____
McClellan Harris III
Senior Vice President of Finance, Chief Financial Officer,
Treasurer and Secretary

DATED: August 27, 2003

NUMBER
AS(Certificate Number)

(Picture)

AMERICAN STATES
WATER COMPANY
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA
THIS CERTIFICATE IS TRANSFERABLE IN THE CITIES OF
RIDGEFIELD PARK, NJ OR NEW YORK, NY

COMMON STOCK
SHARES
(Number of Shares
Issued)

SEE REVERSE FOR STATEMENTS
RELATING TO RIGHTS, PREFERENCES,
PRIVILEGES AND RESTRICTIONS, IF ANY

CUSIP 029899 10 1

This Certifies that (Name of Shareholder)

is the record holder of (Number of Shares Issued)

FULLY PAID AND NONASSESSABLE SHARES OF THE COMMON STOCK, NO PAR VALUE, OF

American States Water Company transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

(Corporate Seal)

Witness the seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated: (Date)

COUNTERSIGNED AND REGISTERED:
MELLON INVESTOR SERVICES LLC
TRANSFER AGENT AND REGISTRAR

American Bank Note Company
AUTHORIZED SIGNATURE

BY
AUTHORIZED SIGNATURE

/S/ McClellan Harris III
SECRETARY

/S/ Floyd E. Wicks
PRESIDENT

The Corporation is authorized to issue two classes of stock, Common Stock and Preferred Stock. The Board of Directors of the Corporation has the authority to fix the number of shares and the designation of any series of Preferred Stock and to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any unissued series of Preferred Stock.

A statement of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes or series of shares and upon the holders thereof as established by the Articles of Incorporation of the Corporation and by any certificate of determination, and the number of shares constituting each class or series and the designations thereof, may be obtained by any shareholder of the Corporation upon written request and without charge from the Secretary of the Corporation at its corporate headquarters.

This certificate also evidences and entitles the holder hereof to certain Rights as set forth in the Rights Agreement between the Company and Mellon Investor Services LLC, as Rights Agent (as the same may be amended from time to time, the "Rights Agreement"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal executive offices of the Company. Under certain circumstances, as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. The Company will mail to the holder of this certificate a copy of the Rights Agreement without charge after receipt of a written request therefor. Under certain circumstances set forth in the Rights Agreement, Rights issued to, or held by, any Person who is, was or becomes an Acquiring Person or any Affiliate or Associate thereof (as such terms are defined in the Rights Agreement) or certain transferees of any subsequent holder, may be limited as provided in Section 7(f) of the Rights Agreement.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, OR DESTROYED THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM – as tenants in common	UNIF GIFT MIN ACT –	_____	Custodian	_____
TEN ENT – as tenants by the entireties		(Cust)		(Minor)
JT TEN – as joint tenants with right of survivorship and not as tenants in common			under Uniform Gifts to Minors Act	

	UNIF TRF MIN ACT –	_____	(State)	
		(Cust)	Custodian (until age _____)	
		_____	under Uniform Transfers	
		(Minor)	to Minors Act	_____
				(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X

X

NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAMES AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

Signature(s) Guaranteed

By _____

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.