

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0362 |
| Estimated average burden hours per response: | 1.0 |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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 and Address of Reporting Person* <u>HARRIS MCCLELLAN III</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN STATES WATER CO [AWR]</u> | | | 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) <u>Vice President</u> | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2003</u> | | | | | |
| <u>3419 VIA LIDO DRIVE PMB#334</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 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 | | |
| (Street) <u>NEWPORT BEACH CA 92663</u> | | | | | | | | |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common | | | | | | | 1,435 | D | |
| Common | 12/31/2003 ⁽¹⁾ | | P | 468.7827 | A | \$25 | 3,870.8471 | I | 401K |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Stock Options | \$20.83 | | | | | | 04/30/2001 | 04/30/2010 | Common | 1,980 | 1,980 | D | |
| Stock Options | \$20.83 | | | | | | 04/30/2002 | 04/30/2010 | Common | 1,980 | 3,960 | D | |
| Stock Options | \$20.83 | | | | | | 04/30/2003 | 04/30/2010 | Common | 2,040 | 6,000 | D | |
| Stock Options | \$23.21 | | | | | | 01/01/2002 | 01/01/2011 | Common | 1,980 | 1,980 | D | |
| Stock Options | \$23.21 | | | | | | 01/01/2003 | 01/01/2011 | Common | 1,980 | 3,960 | D | |
| Stock Options | \$23.21 | | | | | | 01/01/2004 | 01/01/2011 | Common | 2,040 | 6,000 | D | |
| Stock Options | \$23.43 | | | | | | 02/03/2003 | 02/03/2012 | Common | 3,985 | 3,985 | D | |
| Stock Options | \$23.43 | | | | | | 02/03/2004 | 02/03/2012 | Common | 3,985 | 7,970 | D | |
| Stock Options | \$23.43 | | | | | | 02/03/2005 | 02/03/2012 | Common | 4,105 | 12,075 | D | |
| Stock Options | \$23.15 | | | | | | 12/31/2004 | 12/31/2013 | Common | 3,985 | 3,985 | D | |
| Stock Options | \$23.15 | | | | | | 12/31/2005 | 12/31/2013 | Common | 3,985 | 7,970 | D | |
| Stock Options | \$23.15 | | | | | | 12/31/2006 | 12/31/2013 | Common | 4,105 | 12,075 | D | |

Explanation of Responses:

1. Updated 401K employer contributions of Company Stock

/s/ McClellan Harris III

02/04/2004

** Signature of Reporting Person

Date

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

* 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.

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.