SEC Form 5

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL 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).

☐ 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

CONWAY SUSAN L

(Last)   (First)   (Middle)

5271 PASATIEMPO DRIVE

(Street)

YORBA LINDA CA   92686

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

AMERICAN STATES WATER CO [AWR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2003

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X Officer (give title below)   Other (specify below)

Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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	12/31/2003(1)		P	2,827.7058	A	$25	8,645.93	I	401K
Common							220	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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						02/02/2003	02/03/2012	Common	2,995		2,995	D	
Stock Options	$23.43						02/02/2004	02/03/2012	Common	2,995		5,990	D	
Stock Options	$23.43						02/02/2005	02/03/2012	Common	3,085		9,075	D	
Stock Options	$23.15						12/31/2003	12/31/2013	Common	3,985		3,985	D	
Stock Options	$23.15						12/31/2004	12/31/2013	Common	3,985		7,970	D	
Stock Options	$23.15						12/31/2005	12/31/2013	Common	4,105		12,075	D	

Explanation of Responses:

1. Updated 401K employer contributions of Company Stock

/s/ Susan L. Conway   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).