

**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                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>HARRIS MCCLELLAN III</u><br><br>(Last) (First) (Middle)<br><u>3419 VIA LIDO DRIVE PMB#334</u><br><br>(Street)<br><u>NEWPORT BEACH CA 92663</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN STATES WATER CO [ AWR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>Sr. Vice President |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/10/2012</u>                  |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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 Shares                   | 06/01/2012                           |  | A                              |   | 40,356 <sup>(1)</sup>   | A          | \$36.61 | 10,860.6572   | D  |   |
| Common Shares                   | 08/10/2012                           |  | M                              |   | 5,378   | A          | \$38.62 | 16,238.6572   | D  |   |
| Common Shares                   | 08/10/2012                           |  | M                              |   | 2,584   | A          | \$34.57 | 18,822.6572   | D  |   |
| Common Shares                   | 08/10/2012                           |  | M                              |   | 1,125   | A          | \$33.36 | 19,947.6572   | D  |   |
| Common Shares                   | 08/10/2012                           |  | S                              |   | 9,087   | D          | \$43.54 | 10,860.6572   | 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 Options (Right to Buy)      | \$38.62  | 08/10/2012                           |  | M                              |   |  | 5,378 | 01/01/2008   | 01/01/2017      | Common Shares   | 5,378                                      | \$0  | 0   | D  |       |
| Employee Stock Options (Right to Buy)      | \$34.57  | 08/10/2012                           |  | M                              |   |  | 2,584 | 01/29/2010   | 01/29/2019      | Common Shares   | 2,584                                      | \$0  | 0   | D  |       |
| Employee Stock Options (Right to Buy)      | \$33.36  | 08/10/2012                           |  | M                              |   |  | 1,125 | 01/31/2011   | 01/31/2020      | Common Shares   | 1,125                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

1. DER units credited on 6/1/2012 as dividend at FMV

/s/ McClellan Harris III 08/13/2012

\*\* 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.