

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>KRUGER DENISE L</u> (Last) (First) (Middle) 5775 SOUTHVIEW (Street) YORBA LINDA CA 92887 (City) (State) (Zip) | 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 Officer (give title below) Other (specify below) Sr. Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2008 | |
| | 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 <input type="checkbox"/> 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 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 | 03/01/2008 | | A | | 16.7366 ⁽¹⁾ | A | \$32.55 | 3,836.8359 | D | |
| common stock | 06/01/2008 | | A | | 16.2655 ⁽²⁾ | A | \$33.75 | 3,853.1014 | D | |
| common stock | 08/12/2008 | | M | | 9,075 | A | \$23.43 | 12,928.1014 | D | |
| common stock | 08/12/2008 | | S | | 25 | D | \$40.78 | 12,903.1014 | D | |
| common stock | 08/12/2008 | | S | | 900 | D | \$40.61 | 12,003.1014 | D | |
| common stock | 08/12/2008 | | S | | 300 | D | \$40.58 | 11,703.1014 | D | |
| common stock | 08/12/2008 | | S | | 500 | D | \$40.56 | 11,203.1014 | D | |
| common stock | 08/12/2008 | | S | | 500 | D | \$40.52 | 10,703.1014 | D | |
| common stock | 08/12/2008 | | S | | 200 | D | \$40.46 | 10,503.1014 | D | |
| common stock | 08/12/2008 | | S | | 200 | D | \$40.36 | 10,303.1014 | D | |
| Common stock | 08/12/2008 | | S | | 500 | D | \$40.31 | 9,803.1014 | D | |
| Common stock | 08/12/2008 | | S | | 4,500 | D | \$40.3 | 5,303.1014 | D | |
| Common stock | 08/12/2008 | | S | | 150 | D | \$40.27 | 5,153.1014 | D | |
| Common Stock | 08/12/2008 | | S | | 100 | D | \$40.26 | 5,053.1014 | D | |
| Common Stock | 08/12/2008 | | S | | 500 | D | \$40.23 | 4,553.1014 | D | |
| Common Stock | 08/12/2008 | | S | | 600 | D | \$40.19 | 3,953.1014 | D | |
| Common Stock | 08/12/2008 | | S | | 100 | D | \$40.18 | 3,853.1014 | 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 | | | | | | Amount or Number of Shares |
| common stock | \$23.43 | 08/12/2008 | | M | | | 2,995 | 02/03/2003 | 02/03/2012 | common stock | 2,995 | \$23.43 | \$6,080 | D | |
| common stock | \$23.43 | 08/12/2008 | | M | | | 2,995 | 02/03/2004 | 02/03/2012 | common stock | 2,995 | \$23.43 | 3,085 | D | |
| common stock | \$23.43 | 08/12/2008 | | M | | | 3,085 | 02/03/2005 | 02/03/2012 | common stock | 3,085 | \$23.43 | 0 | D | |

Explanation of Responses:

1. DER units credited on 3/1/2008 as dividend at FMV

2. DER units credited on 6/1/2008 as dividend at FMV

/s/ Denise L

08/14/2008

** 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.