

**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* <b>KATHOL ROBERT F</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN STATES WATER CO [ AWR ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/12/2004</b>		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	
954 SOUTH 117TH COURT			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)						
<b>OMAHA</b>	<b>NE</b>	<b>68154</b>				
(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 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	05/11/2004 <sup>(1)</sup>		A		5,161.2903	A	\$23.25	8,611.2903	D	
Common Stock	05/11/2004 <sup>(2)</sup>		A		9.1511	A	\$24.15	8,620.4414	D	
Common Stock	05/11/2004 <sup>(3)</sup>		A		47.2317	A	\$24.15	8,667.6731	D	
Common Stock	05/11/2004 <sup>(2)</sup>		A		8.7838	A	\$25.16	8,676.4569	D	
Common Stock	05/11/2004 <sup>(3)</sup>		A		45.7505	A	\$25.16	8,722.2074	D	
Common Stock	05/11/2004 <sup>(2)</sup>		A		8.7214	A	\$25.34	8,730.9288	D	
Common Stock	05/11/2004 <sup>(3)</sup>		A		45.8246	A	\$25.34	8,776.7534	D	
Common Stock	05/11/2004 <sup>(2)</sup>		A		10.2126	A	\$21.64	8,786.96	D	
Common Stock	05/11/2004 <sup>(3)</sup>		A		54.1276	A	\$21.64	8,841.0936	D	
Common Stock	05/11/2004		A		645.1613	A	\$23.25	9,486.2549	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
Stock Options	\$25.4	05/11/2004 <sup>(4)</sup>		A		1,000		05/20/2003	05/19/2013	Common	1,000	\$25.4	1,000	D	
Stock Options	\$21.64	05/11/2004		A		1,000		05/11/2004	05/10/2014	Common	1,000	\$21.64	1,000	D	

**Explanation of Responses:**

- Represents shares acquired pursuant to the stock unit grant made on May 20, 2003 pursuant to the terms of the Company's 2003 Non-Employee Directors Stock Plan (the "Plan") approved by the Board of Directors on May 20, 2003, subject to shareholder approval of the Plan by the Company's shareholders. The Company's shareholders approved the Plan on May 11, 2004.
- Represents shares credited as dividend equivalents on August 8, 2003, November 8, 2003, February 9, 2004 and May 10, 2004, respectively, pursuant to the terms of the Plan with respect to the stock option grant made on May 20, 2003, subject to shareholder approval, as described in Table II.
- Represents shares credited as dividend equivalents on August 8, 2003, November 8, 2003, February 9, 2004 and May 10, 2004, respectively, pursuant to the terms of the Plan with respect to the stock unit grant made on May 20, 2003, subject to shareholder approval, described in footnote (1) above.
- The option grant was made on May 20, 2003 pursuant to the terms of the Company's 2003 Non-Employee Directors Stock Plan approved by the Board of Directors on May 20, 2003, subject to shareholder approval of the plan by the Company's shareholders. The Company's shareholders approved the plan on May 11, 2004.

/s/ Robert F. Kathol

05/11/2004

\*\* 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.