FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-		
OTAL EMELTION OF STATES IN BEITER 101/12 OVINERORM	Estimated average burden			

3235-0287 Estimated average burden hours per response:

0.5

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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

1. Name and Address of Reporting Person* <u>TANNER ROLAND S</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN STATES WATER CO [ AWR ]									Check all app Direct	olicable) ctor	10% (	Owner	
(Last) (First) (Middle) 630 E FOOTHILL BLVD					3. Date of Earliest Transaction (Month/Day/Year) 01/30/2011										w) ``	below	Other (specify below)  SIDENT	
				- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tab	le I - No	n-Deriv	ative	Sec	uritie	s Acc	quired	, Dis	sposed o	f, or	Bene	eficia	ally Own	ed			
Date				Execution Date,		3. Transaction Code (Instr. 8)  4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)			A) or , 4 an	d 5) Secur Benef Owne	ities icially d Following	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	Trans	action(s)		(111501.4)			
Common Stock 01/30/2				/2011	011		F		176.7363	3 <sup>(1)</sup> D \$		\$3	3.9 4,4	9 4,443.0837				
Common Stock 02/01/2			/2011	011		F		233.965	5 <sup>(2)</sup> D \$34		4 4,209.1187		D					
	Ta	able II -												y Owned				
Derivative Conversion Date Executi Security or Exercise (Month/Day/Year) if any		Execution if any	n Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expirati (Month/	Amour or Numbe		ount	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(FOTHILL)  (AAS COME (STOCK)  Stock  Stock  2. Conversion or Exercise Price of Derivative	(First) OTHILL BLVD  MAS CA  (State)  Tab Security (Instr. 3)  Stock  Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) OTHILL BLVD  MAS CA 91773  (State) (Zip)  Table I - Note of the conversion of Exercise Price of Derivative  2. (Share) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock	(First) (Middle)  OTHILL BLVD  MAS CA 91773  (State) (Zip)  Table I - Non-Derive (Month/Derive (Month/Derive (L.g., p))  Stock 01/30/  Table II - Derivate (L.g., p)  2. Transaction Date (Month/Day/Year)  Price of Derivative (Month/Day/Year)	(First) (Middle)  OTHILL BLVD  AAN  (State) (Zip)  Table I - Non-Derivative  Stock 01/30/2011  Table II - Derivative S (e.g., puts, c  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  AAN  3. D  4. If  4. If  AAN  3. D  4. If  3. D  4. If  4. If  4. If  AAN  3. D  4. If  4. If  AAN  AAN  AAN  AAN  Code (Month/Day/Year)  AAN  4. If  AAN  4. If  AAN  AAN  AAN  AAN  AAN  AAN  AAN  Code (Month/Day/Year)  AAN  AAN  AAN  AAN  AAN  AAN  AAN  A	(First) (Middle)  (First) (Middle)  (OTHILL BLVD  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  (Stock 01/30/2011  Stock 01/30/2011  Table II - Derivative Security (e.g., puts, calls, fany (Month/Day/Year) Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8)	(First) (Middle)  OTHILL BLVD  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (e.g., puts, calls, warra  2. Transaction Date (e.g., puts, calls, warra  (Month/Day/Year)  3. Date of Earlies o1/30/2011  4. If Amendment, 2A. Deemed Execution if any (Month/Day/Year)  Stock  5. Nu Transaction Date (e.g., puts, calls, warra  2. Conversion of Exercise Price of Derivative Securities (e.g., puts, calls, warra  (Month/Day/Year)  3. Transaction Date (fi any (Month/Day/Year)  (Month/Day/Year)  5. Nu Transaction Code (Instr. 8)	(First) (Middle)  (Middle)  (Middle)  (Middle)  (State)  (State)  (State)  (State)  (State)  (State)  (State)  (Zip)   Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Stock  (Month/Day/Year)  (Stock  (Month/Day/Year)  (Liphical Securities Acquired (Parameters)  (Month/Day/Year)  (Stock  (Month/Day/Year)  (Liphical Securities Acquired (Parameters)  (Liphical Securities Acquired (Parameters)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (Middle)	AMERICAN STATES WA  (First) (Middle)  (First) (Middle)  (AS CA 91773  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distecurity (Instr. 3)  (Stock 01/30/2011	AMERICAN STATES WATER Company of the control of the	AMERICAN STATES WATER CO [ A STATES WATER CO [	(First) (Middle)  OTHILL BLVD  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)  (State)  Table I - Non-Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (P) (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Disposed of (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)	(First) (Middle) OTHILL BLVD  AMS CA 91773  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Stock 01/30/2011	AMERICAN STATES WATER CO [ AWR ]  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  (Stock	AMERICAN STATES WATER CO [ AWR ]  (First) (Middle) (Middl	AMERICAN STATES WATER CO [ AWR ]  (Check all applicable) Director 10% (Check All applicable) Director 10% (Other below 101/30/2011  ALI Amendment, Date of Original Filed (Month/Day/Year) VICE PRESIDENT  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Fire Alignment (Month/Day/Year) (Indirect) (Indirec	

## **Explanation of Responses:**

- 1. 420 previously reported RSU's vested on 1/29/11 of which 176.7363 were withheld to satisfy tax withholding
- 2. 556 previously reported RSU's vested on 1/31/11 of which 233.9650 were withheld to satisfy tax withholding

02/01/2011 /s/ Roland S. Tanner

\*\* 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.