



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 or 15(d) of the Securities And Exchange Act of 1934

Date of Report: September 21, 2004

(Date of earliest event reported): September 21, 2004

**American States Water Company**

(Exact name of registrant as specified in its charter)

CALIFORNIA

001-14431

95-4676679

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

630 East Foothill Blvd., San Dimas, California  
(Address of principal executive offices)

91773  
(Zip Code)

Registrant's telephone number, including area code: (909) 394-3600

N.A.

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8-Other Events**

**Item 8.01. Other Events.**

On September 21, 2004, American States Water Company issued a press release announcing the proposed sale of 1,400,000 of its Common Shares, plus up to 210,000 additional Common Shares to cover over-allotments, pursuant to Registration Statements on Form S-3 that are effective. A copy of the press release is attached hereto as Exhibit 99.1.

**Section 9-Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

99.1 Press Release issued by American States Water Company on September 21, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN STATES WATER COMPANY

/s/ Robert J. Sprowls

Name: Robert J. Sprowls  
Title: Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer

DATED: September 21, 2004



## **American States Water Company Announces Proposed Offering of Common Shares**

San Dimas, California, September 21, 2004.... American States Water Company (NYSE:AWR) announced today that it intends to offer to the public 1,400,000 common shares, plus up to an additional 210,000 shares to cover over-allotments, if any, pursuant to its currently effective shelf registration statements.

The underwriters for the offering are UBS Securities LLC and Edward D. Jones & Co., L.P. Full details of the offering, including a description of the Common Shares and certain risk factors involved in investing in the common shares, are contained in a prospectus supplement available through UBS Securities, LLC, 299 Park Avenue, New York, New York 10171.

American States Water Company ("AWR") is the parent of Southern California Water Company, American States Utility Services, Inc. and Chaparral City Water Company. Through its subsidiaries, AWR provides water service to 1 out of 30 Californians located within 75 communities throughout 10 counties in Northern, Coastal and Southern California and to approximately 12,000 customers in the city of Fountain Hills, Arizona and portions of Scottsdale, Arizona. The Company distributes electricity to approximately 22,000 customers in the Big Bear recreational area of California and contracts, either directly or through wholly-owned subsidiaries, with various municipalities, the U. S. Government and private entities to provide various water and wastewater services, including billing and meter reading, water marketing and operation and maintenance of water and wastewater systems.

Certain matters discussed in this news release with regard to the Company's expectations may be forward-looking statements that involve risks and uncertainties. The assumptions and risk factors that could cause the actual results to differ materially include those described in the Company's Form 10-Qs and Form 10-K filed with the Securities and Exchange Commission.

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