

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>KATHOL ROBERT F</u> (Last) (First) (Middle) <u>954 SOUTH 117TH COURT</u> (Street) <u>OMAHA NE 68154</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/19/2010</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 Stock	08/11/2010		A		65.8436 ⁽¹⁾	A	\$34.97	13,957.0215	D	
Common Stock	11/12/2009		A		74.0034 ⁽²⁾	A	\$32.59	14,031.0249	D	
Common Stock	02/12/2010		A		75.8505 ⁽³⁾	A	\$32.05	14,105.8871	D	
Common Stock	05/12/2010		A		63.1794 ⁽⁴⁾	A	\$38.79	14,169.0665	D	
Common Stock	05/19/2010		A		432 ⁽⁵⁾	A	\$36.23	14,601.0665	D	
Common Stock	05/20/2010		A		206 ⁽⁶⁾	A	\$34.09	14,807.0665	D	
Common Stock	05/22/2010		A		196 ⁽⁷⁾	A	\$33.87	15,003.0665	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)		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				

Explanation of Responses:

- DER units credited on 8/11/2009 as dividend at FMV
- DER units credited on 11/12/2009 as dividend at FMV
- DER units credited on 02/12/2010 as dividend at FMV
- DER units credited on 05/12/2010 as dividend at FMV
- RSU's Awarded 05/19/2010
- RSU's Awarded 05/20/2010
- RSU's Awarded 05/22/2010

/s/ Robert F. Kathol

05/21/2010

** 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.