SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

American States Water Company

Date of Report (Date of earliest event reported): August 3, 1998 $\,$

Aller Ican States water company				
 (Exact name of	registrant as specified i	n its charter)		
American States Water Company				
 California 4676679	333-47647	95-		
(State or other Employer	(Commission File	(IRS		
jurisdiction No.) of incorporation)	Number)	Identification		
630 East Foothill Boulevard, San Dimas, California 91773- 9016				
 (Address of Principal Code)	(Zip			

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

Former name or former address, if changed since last report.) Not applicable.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

4.1 Rights Agreement dated as of August 3, 1998 by and between the Company and ChaseMellon Shareholder Services, L.L.C., as Rights Agent (incorporated by reference to the Form 8-A filed with the Securities and Exchange Commission on August 20, 1998).

SIGNATURES

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 hereunto duly authorized.

/s/ McClellan Harris III

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By: McClellan Harris III
Vice President - Finance,
Chief Financial Officer,
Treasurer and Secretary

DATED: August 19, 1998