

**UNITED STATES  
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**

Date of Report (Date of earliest event reported) **March 18, 2014**

**AMERICAN STATES WATER COMPANY**

(Exact name of registrant as specified in its charter)

**California**

(State or other jurisdiction of  
incorporation or organization)

**001-14431**

(Commission File Number)

**95-4676679**

(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**

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 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))

**Section 8-Other Events**

**Item 8.01. Other Events**

Effective March 18, 2014, American States Water Company adopted a formal policy prohibiting officers and directors from entering into hedging or monetization transactions involving its common shares and holding its common shares in a margin account or pledging its common shares as collateral for a loan; exceptions to the pledging prohibition may be granted by the Nominating and Governance Committee upon two weeks' advance notice if the person clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. A copy of the Company's Policy Regarding Hedging and Pledging of Company Stock is attached hereto as Exhibit 99.1.

This Form 8-K and the attached exhibits are furnished to, but not filed with, the Securities and Exchange Commission.

**Section 9-Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

The following exhibit is furnished hereunder:

Exhibit 99.1: Policy Regarding Hedging and Pledging of Company Stock

**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.

March 21, 2014

/s/ Eva G. Tang

---

Eva G. Tang  
Senior Vice President-Finance, Chief Financial  
Officer, Corporate Secretary and Treasurer

3

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Policy Regarding Hedging and Pledging of Company Stock

4

---

**AMERICAN STATES WATER COMPANY**  
**POLICY REGARDING HEDGING AND PLEDGING OF COMPANY STOCK**  
**(Effective March 18, 2014)**

Hedging Transactions. Certain forms of hedging or monetization transactions, such as prepaid variable forward contracts, equity swaps, collars, and exchange funds allow an officer or director to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the officer or director to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer or director may no longer have the same objectives as American States Water Company's other shareholders. For this reason, officers and directors are prohibited from entering into hedging or monetization transactions involving American States Water Company's stock.

Margin Accounts and Pledges. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in American States Water Company securities, directors and officers are prohibited from holding American States Water Company securities in a margin account or pledging American States Water Company securities as collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge American States Water Company securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to pledge American States Water Company securities as collateral for a loan must submit a request for approval to the Nominating and Governance Committee of the Board of Directors of American States Water Company (the "Nominating and Governance Committee") at least two weeks prior to the proposed execution of documents evidencing the proposed pledge and receive written authorization from the Nominating and Governance Committee.

---