

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 | |
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|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* SPROWLS ROBERT J | | | 2. Issuer Name and Ticker or Trading Symbol AMERICAN STATES WATER CO [AWR] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) President & CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/28/2014 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 1713 N VALLEJO WAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | UPLAND | CA | 91784 | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 Shares | 06/01/2013 | | A | | 97,4081 ⁽¹⁾ | A | \$53.13 | 34,878.4581 | D | |
| Common Shares | 09/03/2013 | | A | | 114,9867 ⁽²⁾ | A | \$51.69 | 34,993.4448 | D | |
| Common Shares | 09/03/2013 | | A | | 68.167 ⁽³⁾ | A | \$0 | 35,061.6118 | D | |
| Common Shares | 09/03/2013 | | D | | 4,5677 ⁽⁴⁾ | D | \$0 | 35,057.0441 | D | |
| Common Shares | 09/03/2013 | | A | | 35,057.0441 ⁽⁵⁾ | A | \$0 | 70,114.0882 | D | |
| Common Shares | 12/02/2013 | | A | | 313.0904 ⁽⁶⁾ | A | \$0 | 70,427.1786 | D | |
| Common Shares | 12/02/2013 | | A | | 216.1759 ⁽⁷⁾ | A | \$27.71 | 70,643.3545 | D | |
| Common Shares | 01/28/2014 | | A | | 5,336 | A | \$0 | 75,979.3545 | D | |
| Common Shares | 01/28/2014 | | A | | 7,303.272 | A | \$0 | 13,808.326 | I | 401k |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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:

- 1. DER units credited on 6/1/2013 as dividend at FMV
- 2. DER units credited on 9/3/2013 as dividend at FMV
- 3. DRIP
- 4. Adjustment due to partial shares
- 5. Adjustment due to 2 for 1 stock split
- 6. DRIP
- 7. DER units credited on 12/2/2013 as dividend at FMV

/s/ Robert J. Sprowls 01/30/2014

** 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.