SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **WICKS FLOYD E** | **AMERICAN STATES WATER CO** [ AWR ] | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/07/2006 | Director 10% Owner <br> X Officer (give title below) Other (specify below) <br> CEO and President |
| 1647 POSILIPO LANE APT. E | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| SANTA BARBARA CA 93108 | | X Form filed by One Reporting Person <br> Form filed by More than One Reporting Person |
| (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 Stock | 06/07/2006 | | M | | 12,000 | A | $23.21 | 16,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 500 | D | $36.65 | 16,423.549 | D | |
| Common Stock | 06/07/2006 | | S | | 11,500 | D | $36.25 | 4,923.549 | D | |
| Common Stock | 06/07/2006 | | M | | 18,000 | A | $23.43 | 22,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 100 | D | $36.68 | 22,823.549 | D | |
| Common Stock | 06/07/2006 | | S | | 200 | D | $36.65 | 22,623.549 | D | |
| Common Stock | 06/07/2006 | | S | | 300 | D | $36.64 | 22,323.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.6 | 21,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 100 | D | $36.59 | 21,823.549 | D | |
| Common Stock | 06/07/2006 | | S | | 300 | D | $36.54 | 21,523.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.53 | 21,123.549 | D | |
| Common Stock | 06/07/2006 | | S | | 200 | D | $36.52 | 20,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 100 | D | $36.51 | 20,823.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.5 | 20,423.549 | D | |
| Common Stock | 06/07/2006 | | S | | 500 | D | $36.46 | 19,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 200 | D | $36.44 | 19,723.549 | D | |
| Common Stock | 06/07/2006 | | S | | 800 | D | $36.42 | 18,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.41 | 18,523.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.4 | 18,123.549 | D | |
| Common Stock | 06/07/2006 | | S | | 200 | D | $36.39 | 17,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 300 | D | $36.38 | 17,623.549 | D | |
| Common Stock | 06/07/2006 | | S | | 300 | D | $36.37 | 17,323.549 | D | |
| Common Stock | 06/07/2006 | | S | | 500 | D | $36.35 | 16,823.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.33 | 16,423.549 | D | |
| Common Stock | 06/07/2006 | | S | | 400 | D | $36.31 | 16,023.549 | D | |
| Common Stock | 06/07/2006 | | S | | 100 | D | $36.3 | 15,923.549 | D | |
| Common Stock | 06/07/2006 | | S | | 600 | D | $36.29 | 15,323.549 | D | |
| Common Stock | 06/07/2006 | | S | | 200 | D | $36.21 | 15,123.549 | D | |
| Common Stock | 06/07/2006 | | S | | 300 | D | $36.19 | 14,823.549 | D | |

## 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 | 06/07/2006 | | S | | 400 | D | $36.15 | 14,423.549[3] | 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) | | 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 | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | $23.21 | 06/07/2006 | | M | | | 12,000 | [1] | 01/01/2011 | Common Stock | 12,000 | $0 | 0 | D | |
| Employee Stock Option (right to buy) | $23.43 | 06/07/2006 | | M | | | 18,000 | [2] | 02/03/2012 | Common Stock | 18,000 | $0 | 4,500 | D | |

**Explanation of Responses:**

1. The Option became exercisable as to 3,960 of the 12,000 total number of shares subject to the option on January 1, 2002, an additional 3,960 on January 1, 2003 and an additional 4,080 on January 1, 2004.

2. The Option became exercisable as to 7,425 of the 22,500 total number of shares subject to the option on February 3, 2003, an additional 7,425 on February 3, 2004 and an additional 7,650 on February 3, 2005.

3. Filing 1 of 3

| | |
|---|---|
| /s/ Floyd E. Wicks | 06/08/2006 |
| ** 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.

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