

**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>Cotton, III James C</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>11905 TEESIDE DR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>FREDERICKSBURG VA 22407</u>								
(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	06/01/2016		A		14.1332 <sup>(1)</sup>	A	\$39.83	6,812.9897	D	
Common Shares	09/01/2016		A		14.5712 <sup>(2)</sup>	A	\$38.85	6,827.5609	D	
Common Shares	12/01/2016		A		14.4087 <sup>(3)</sup>	A	\$42.69	6,841.9696	D	
Common Shares	12/30/2016		D		440.29 <sup>(4)</sup>	D	\$0.00	677.49	I	401k
Common Shares	12/30/2016		D		1.7952 <sup>(5)</sup>	D	\$0.00	6,840.1744	D	
Common Shares	01/31/2017		A		789	A	\$0.00	7,629.1744	D	
Common Shares	02/03/2017		F		171.6637 <sup>(6)</sup>	D	\$44.24	7,457.5107	D	
Common Shares	02/03/2017		F		169.724 <sup>(7)</sup>	D	\$44.24	7,287.7867	D	
Common Shares	02/03/2017		F		153.5547 <sup>(8)</sup>	D	\$44.24	7,134.232	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					

**Explanation of Responses:**

- DER units credited on 6/1/2016 as dividend at FMV
- DER units credited on 9/1/2016 as dividend at FMV
- DER units credited on 12/1/2016 as dividend at FMV
- Updated 401k
- Adjustment due to partial share
- 447.0403 previously reported RSU's of which 171.6637 were withheld to satisfy tax liability
- 441.9897 previously reported RSU's of which 169.7240 were withheld to satisfy tax liability
- 399.8811 previously reported RSU's of which 153.5547 were withheld to satisfy tax liability

**Remarks:**

/s/ James C. Cotton III

02/09/2017

\*\* 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.