

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>HARRIS MCCLELLAN III</u> (Last) (First) (Middle) <u>3419 VIA LIDO DRIVE PMB#334</u> (Street) <u>NEWPORT BEACH CA 92663</u> (City) (State) (Zip)	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>Sr. Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/02/2009		A		18.5403 ⁽¹⁾	A	\$33.93	5,074.0125	D	
Common Stock	06/01/2009		A		19.9971 ⁽²⁾	A	\$31.69	5,094.0096	D	
Common Stock	09/01/2009		A		19.4787 ⁽³⁾	A	\$32.79	5,113.4883	D	
Common Stock	12/01/2009		A		19.9498 ⁽⁴⁾	A	\$33.55	5,133.4381	D	
Common Stock	01/28/2010		F		169.763 ⁽⁵⁾	D	\$33.55	4,963.6751	D	
Common Stock	01/30/2010		F		209.3447 ⁽⁶⁾	D	\$33.22	4,754.0934	D	
Common Stock	02/01/2010		A		1,200.6447	A	\$0	7,218.758	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:

- DER units credited on 03/02/2009 as dividend at FMV
- DER units credited on 06/01/2009 as dividend at FMV
- DER units credited on 09/01/2009 as dividend at FMV
- DER units credited on 12/1/2009 as dividend at FMV
- 386 previously reported RSU's vested on 1/28/2010 of which 169.7630 were withheld to satisfy tax withholding
- 476 previously reported RSU's vested on 1/30/2010 of which 209.3447 were withheld to satisfy tax withholding

/s/ McClellan Harris III

02/01/2010

** 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.