

**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*<br><u>ROSS LLOYD E</u><br><br>(Last) (First) (Middle)<br><u>PO BOX 2380</u><br><br>(Street)<br><u>BIG FORK MT 59911</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN STATES WATER CO [ AWR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/19/2010</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                    | 08/11/2009                           |  | A                              |   | 65.8436 <sup>(1)</sup>  | A          | \$34.97 | 17,078.0915   | D  |   |
| Common Stock                    | 11/12/2009                           |  | A                              |   | 74.0034 <sup>(2)</sup>  | A          | \$32.59 | 17,152.0949   | D  |   |
| Common Stock                    | 02/12/2010                           |  | A                              |   | 75.8505 <sup>(3)</sup>  | A          | \$32.05 | 17,468.2182   | D  |   |
| Common Stock                    | 05/12/2010                           |  | A                              |   | 63.1794 <sup>(4)</sup>  | A          | \$38.79 | 17,531.3976   | D  |   |
| Common Stock                    | 05/19/2010                           |  | A                              |   | 432 <sup>(5)</sup>  | A          | \$36.23 | 17,963.3976   | D  |   |
| Common Stock                    | 05/20/2010                           |  | A                              |   | 206 <sup>(6)</sup>  | A          | \$34.09 | 18,169.3976   | D  |   |
| Common Stock                    | 05/22/2010                           |  | A                              |   | 196 <sup>(7)</sup>  | A          | \$33.87 | 18,365.3976   | 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) |   | 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) |   |  |  |   |  |

**Explanation of Responses:**

- DER units credited on 8/11/2009 as dividend at FMV
- DER units credited on 11/12/2009 as dividend at FMV
- DER units credited on 02/12/2010 as dividend at FMV
- DER units credited on 05/12/2010 as dividend at FMV
- RSU's Awarded 05/19/2010
- RSU's Awarded 05/20/2010
- RSU's Awarded 05/22/2010

/s/ Lloyd E. Ross 05/21/2010  
 \*\* 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.