

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|   |             |           |  |  |   |  |
|---|-------------|-----------|--|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>SCANLON PATRICK RONALD</b> |             |           | 2. Issuer Name and Ticker or Trading Symbol<br><b>AMERICAN STATES WATER CO [ AWR ]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Vice President</b> |  |
| (Last)  | (First)     | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/28/2014</b>                  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                             |  |
| 175 LILAC LANE  |             |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |   |  |
| (Street)  | <b>BREA</b> | <b>CA</b> | <b>92823</b>   |  |   |  |
| (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                   | 09/03/2013                           |  | A                              |   | 23.9756 <sup>(1)</sup>  | A          | \$51.69 | 8,211.9234  | D  |   |
| Common Shares                   | 09/03/2013                           |  | D                              |   | 4.948 <sup>(2)</sup>  | D          | \$0     | 8,206.9754  | D  |   |
| Common Shares                   | 09/03/2013                           |  | A                              |   | 8,206.9754 <sup>(3)</sup>   | A          | \$0     | 16,413.9508   | D  |   |
| Common Shares                   | 12/02/2013                           |  | A                              |   | 45.0744 <sup>(4)</sup>  | A          | \$27.71 | 16,459.0252   | D  |   |
| Common Shares                   | 01/28/2014                           |  | A                              |   | 2,152   | A          | \$0     | 18,611.0252   | D  |   |
| Common Shares                   | 01/28/2014                           |  | A                              |   | 9,860.449   | A          | \$0     | 19,806.768  | 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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

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

/s/ Patrick R. Scanlon                      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.