

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

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| <p>1. Name and Address of Reporting Person*</p> <p><u>GALLAGHER JAMES B</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>15786 PISTACHIO STREET</u></p> <hr/> <p>(Street)</p> <p><u>CHINO HILLS CA 91709</u></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>AMERICAN STATES WATER CO [AWR]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>01/28/2014</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;"><u>Vice President</u></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
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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 | 06/01/2013 | | A | | 20.3104 ⁽¹⁾ | A | \$53.13 | 9,964.5022 | D | |
| Common Shares | 09/03/2013 | | A | | 23.9756 ⁽²⁾ | A | \$51.69 | 9,988.4778 | D | |
| Common Shares | 09/03/2013 | | D | | 5.1024 ⁽³⁾ | D | \$0 | 9,983.3754 | D | |
| Common Shares | 09/03/2013 | | A | | 9,983.3754 ⁽⁴⁾ | A | \$0 | 19,966.7508 | D | |
| Common Shares | 12/02/2013 | | A | | 45.0744 ⁽⁵⁾ | A | \$27.71 | 20,011.8252 | D | |
| Common Shares | 01/28/2014 | | A | | 1,224 | A | \$0 | 21,235.8252 | D | |
| Common Shares | 01/28/2014 | | A | | 2,856.19 | A | \$0 | 5,807.155 | 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) | | 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:

1. DER units credited on 6/1/2013 as dividend at FMV
2. DER units credited on 9/3/2013 as dividend at FMV
3. Adjustment due to partial shares
4. Adjustment due to 2 for 1 stock split
5. DER units credited on 12/2/2013 as dividend at FMV

/s/ James B. Gallagher

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.