

**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       |

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>WICKS FLOYD E</u><br><br>(Last) (First) (Middle)<br><u>1647 POSILIPO LANE APT. E</u><br><br>(Street)<br><u>SANTA BARBARA CA 93108</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>AMERICAN STATES WATER CO [ AWR ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CEO and President</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>06/08/2006</u>                  |   |
|   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person       |

**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                    | 06/07/2006                           |  | s                              |   | 400   | D          | \$36.12 | 14,023.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$36.1  | 13,723.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$36.09 | 13,423.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 400   | D          | \$36.08 | 13,023.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$36.07 | 12,723.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 100   | D          | \$36.06 | 12,623.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$36.03 | 12,323.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 100   | D          | \$36.02 | 12,223.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$36    | 11,923.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.98 | 11,723.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 500   | D          | \$35.97 | 11,223.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.96 | 11,023.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 100   | D          | \$35.95 | 10,923.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.94 | 10,623.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.93 | 10,323.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.91 | 10,023.549  | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.89 | 9,723.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.88 | 9,523.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.87 | 9,323.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.86 | 9,023.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 600   | D          | \$35.84 | 8,423.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 500   | D          | \$35.8  | 7,923.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 600   | D          | \$35.79 | 7,323.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.77 | 7,123.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 300   | D          | \$35.76 | 6,823.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.67 | 6,623.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.64 | 6,423.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 600   | D          | \$35.58 | 5,823.549   | D  |   |
| Common Stock                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.56 | 5,623.549   | D  |   |

**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                    | 06/07/2006                           |  | s                              |   | 200   | D          | \$35.53 | 5,423.549 <sup>(1)</sup>  | 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:**

1. Filing 2 of 3

/s/ Floyd E. Wicks

06/08/2006

\*\* 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.**