

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* <u>FARROW GLADYS</u>  (Last) (First) (Middle) 630 E FOOTHILL BLVD  (Street) SAN DIMAS CA 91773  (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>VP - Fin., Treas., &amp; Asst. Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 Stocks	06/01/2023		A		5.1168 <sup>(1)</sup>	A	\$88.79	7,851.3316	D	
Common Stocks	09/01/2023		A		5.872 <sup>(2)</sup>	A	\$84.07	7,857.2037	D	
Common Stocks	12/01/2023		A		6.1062 <sup>(3)</sup>	A	\$81.26	7,863.3098	D	
Common Stocks	01/16/2024		D		0.922 <sup>(4)</sup>	D	\$0	7,862.3878	D	
Common Stocks	02/09/2024		F		57.2583 <sup>(5)</sup>	D	\$75.11	7,805.1295	D	
Common Stocks	02/09/2024		F		53.8657 <sup>(6)</sup>	D	\$75.11	7,751.2638	D	
Common Stocks	02/09/2024		F		91.0049 <sup>(7)</sup>	D	\$75.11	7,660.2589	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. Der units credited on 06/01/2023 at FMV
- 2. Der units credited on 09/01/2023 at FMV
- 3. Der units credited on 12/01/2023 at FMV
- 4. Adjustment due to partial share
- 5. 57.2583 shares withheld to satisfy tax liability
- 6. 53.8657 shares withheld to satisfy tax liability
- 7. 91.0049 shares withheld to satisfy tax liability

/s/ Gladys M Farrow

02/13/2024

\*\* 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.