

**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
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1. Name and Address of Reporting Person* <b>FARROW GLADYS</b> <hr/> (Last) (First) (Middle) <b>3825 CANFIELD ROAD</b> <hr/> (Street) <b>PASADENA CA 91107</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN STATES WATER CO [ AWR ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <b>X</b> Other (specify below) <b>Controller</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>11/15/2006</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person 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	11/14/2006		M		496	A	\$25.55	496	D	
Common Stock	11/14/2006		M		248	A	\$25.92	744	D	
Common Stock	11/14/2006		S		496	D	\$37.65	248	D	
Common Stock	11/14/2006		S		248	D	\$37.65	0	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						Title
Employee Stock Option (right to buy)	\$25.55	11/14/2006		M		496		(1)	02/01/2014	Common Stock	496	\$0	254	D	
Employee Stock Option (right to buy)	\$25.92	11/14/2006		M		248		(2)	01/02/2015	Common Stock	248	\$0	502	D	

**Explanation of Responses:**

- The Option became exercisable as to 248 of the 750 total number of shares subject to the option on February 1, 2005, and additional 248 on February 1, 2006 and on February 1, 2007 an additional 254.
- The Option became exercisable as to 248 of the 750 total number of shares subject to the option on January 2, 2006, an additional 248 on January 2, 2007 and on January 2, 2008 an additional 254.

/s/ Gladys Farrow 11/15/2006

\*\* 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.