

AMERICAN STATES WATER CO
 Form 4
 September 05, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS MCCLELLAN III

2. Issuer Name and Ticker or Trading Symbol
AMERICAN STATES WATER CO [AWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3419 VIA LIDO DRIVE PMB#334
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/05/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President

NEWPORT BEACH, CA 92663

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 stock	08/31/2007		M	7,970 A \$ 25.92	11,371.4953	D	
Common Stock	08/31/2007		S	600 D \$ 39.23	10,771.4953	D	
Common Stock	08/31/2007		S	100 D \$ 39.18	10,671.4953	D	
Common Stock	08/31/2007		S	100 D \$ 39.12	10,571.4953	D	
Common Stock	08/31/2007		S	400 D \$ 39.1	10,171.4953	D	

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Common Stock	08/31/2007	S	600	D	\$ 39.06	9,571.4953	D
Common Stock	08/31/2007	S	300	D	\$ 39.05	9,271.4953	D
Common Stock	08/31/2007	S	200	D	\$ 39.04	9,071.4953	D
Common Stock	08/31/2007	S	1,800	D	\$ 39.03	7,271.4953	D
Common Stock	08/31/2007	S	200	D	\$ 39.02	7,071.4953	D
Common Stock	08/31/2007	S	3,670	D	\$ 39.01	3,401.4953	D
Common Stock	08/31/2007	M	358	A	\$ 33.73	3,759.4953	D
Common Stock	08/31/2007	S	358	D	\$ 39.01	3,401.4953	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 25.92	08/31/2007		M	7,970	01/02/2006 ⁽¹⁾ 01/02/2015	Common Stock	7,970
Employee stock option	\$ 33.73	08/31/2007		M	358	01/29/2007 ⁽²⁾ 01/29/2016	Common Stock	358

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS MCCLELLAN III 3419 VIA LIDO DRIVE PMB#334 NEWPORT BEACH, CA 92663			Sr. Vice President	

Signatures

/s/ McClellan
Harris III

09/05/2007

**Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) Option became exercisable as to 33% of the total number of shares subject to the option on 1/2/2006, 33% on 1/2/2007, and 34% on 1/2/2008
- (2) Option became exercisable as to 33% of the total number of shares subject to the option on 1/29/2007, 33% on 1/29/2008, and 34% on 1/29/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.