

HARRIS MCCLELLAN III
 Form 4
 February 01, 2010

FORM 4

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

OMB APPROVAL

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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)
01/28/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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	03/02/2009		A		18.5403 ⁽¹⁾	A	\$ 33.93
Common Stock	06/01/2009		A		19.9971 ⁽²⁾	A	\$ 31.69
Common Stock	09/01/2009		A		19.4787 ⁽³⁾	A	\$ 32.79
Common Stock	12/01/2009		A		19.9498 ⁽⁴⁾	A	\$ 33.55
Common Stock	01/28/2010		F		169.763 ⁽⁵⁾	D	\$ 33.55

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- (2) DER units credited on 06/01/2009 as dividend at FMV
- (3) DER units credited on 09/01/2009 as dividend at FMV
- (4) DER units credited on 12/1/2009 as dividend at FMV
- (5) 386 previously reported RSU's vested on 1/28/2010 of which 169.7630 were withheld to satisfy tax withholding
- (6) 476 previously reported RSU's vested on 1/30/2010 of which 209.3447 were withheld to satisfy tax withholding

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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