

Cheung Jimmy
Form 4
August 14, 2012

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 *
Cheung Jimmy

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)
1156 W. DUARTE RD #11

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Controller

ARCADIA, CA 91007

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	01/31/2011		A		175 ⁽¹⁾	A	\$ 34 175 D
Common Shares	03/01/2011		A		1.3746 ⁽²⁾	A	\$ 33.1 176.3746 D
Common Shares	06/01/2011		A		1.4444 ⁽³⁾	A	\$ 34.19 177.819 D
Common Shares	09/01/2011		A		1.4213 ⁽⁴⁾	A	\$ 35.03 179.2403 D
Common Shares	12/01/2011		A		1.4193 ⁽⁵⁾	A	\$ 35.36 180.6596 D

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Common Shares	01/31/2012	F	24.7091 (9)	D	\$ 35.41	155.9505	D
Common Shares	02/15/2012	A	169 (6)	A	\$ 36.63	324.9505	D
Common Shares	03/01/2012	A	0.9364 (7)	A	\$ 36.38	325.8869	D
Common Shares	06/01/2012	A	2.2301 (8)	A	\$ 36.61	328.117	D
Common Shares	08/10/2012	M	750	A	\$ 34.11	1,078.117	D
Common Shares	08/10/2012	S	750	D	\$ 44	1,578.117	D
Common Shares	08/10/2012	M	500	A	\$ 34.57	828.117	D
Common Shares	08/10/2012	S	500	D	\$ 44	328.117	D

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

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 34.11	01/28/2008		A	750	01/27/2009	01/27/2018	Common Shares	750
Employee Stock Options	\$ 34.57	01/30/2009		A	1,000	01/29/2010	01/29/2019	Common Shares	1,000

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(Right to Buy)									
Employee Stock Options (Right to Buy)	\$ 33.36	02/01/2010	A	900	01/31/2011	01/31/2020	Common Shares	900	
Employee Stock Options (Right to Buy)	\$ 34.11	08/10/2012	M	750	01/27/2009	01/27/2018	Common Shares	750	
Employee Stock Options (Right to Buy)	\$ 34.57	08/10/2012	M	500	01/29/2010	01/29/2019	Common Shares	500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheung Jimmy 1156 W. DUARTE RD #11 ARCADIA, CA 91007				Controller

Signatures

/s/ Jimmy Cheung
08/14/2012

__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) RSU's awarded on 1/31/2011
 - (2) DER units credited on 3/1/2011 as dividend at FMV
 - (3) DER units credited on 6/1/2011 as dividend at FMV
 - (4) DER units credited on 9/1/2011 as dividend at FMV
 - (5) DER units credited on 12/1/2011 as dividend at FMV
 - (6) RSU's awarded on 2/15/2012
 - (7) DER units credited on 3/1/2012 as dividend at FMV
 - (8) DER units credited on 6/1/2012 as dividend at FMV
 - (9) 24,7091 shares withheld to satisfy tax withholding of previously granted RSU's

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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