

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

 (Last) (First) (Middle)
 3419 VIA LIDO DRIVE PMB#334
 (Street)
 NEWPORT BEACH, CA 92663
 (City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/31/2007 | | M | | 12,075 | A | \$ 23.15 |
| Common Stock | 08/31/2007 | | S | | 100 | D | \$ 39.28 |
| Common Stock | 08/31/2007 | | S | | 1,000 | D | \$ 39.27 |
| Common Stock | 08/31/2007 | | S | | 634 | D | \$ 39.17 |
| Common Stock | 08/31/2007 | | S | | 4,800 | D | \$ 39.16 |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-------------|---|
| Common Stock | 08/31/2007 | S | 1,100 | D | \$ 39.15 | 7,842.4953 | D |
| Common Stock | 08/31/2007 | S | 3,341 | D | \$ 39.13 | 4,501.4953 | D |
| Common Stock | 08/31/2007 | S | 1,100 | D | \$ 39.11 | 3,401.4953 | D |
| Common Stock | 08/31/2007 | M | 12,075 | D | \$ 25.55 | 15,475.4953 | D |
| Common Stock | 08/31/2007 | S | 500 | D | \$ 39.13 | 14,976.4953 | D |
| Common Stock | 08/31/2007 | S | 200 | D | \$ 39.12 | 14,776.4953 | D |
| Common Stock | 08/31/2007 | S | 1,300 | D | \$ 39.11 | 13,476.4953 | D |
| Common Stock | 08/31/2007 | S | 1,700 | D | \$ 39.07 | 11,776.4953 | D |
| Common Stock | 08/31/2007 | S | 2,000 | D | \$ 39.06 | 9,776.4953 | D |
| Common Stock | 08/31/2007 | S | 319 | D | \$ 39.05 | 9,457.4953 | D |
| Common Stock | 08/31/2007 | S | 100 | D | \$ 39.02 | 9,357.4953 | D |
| Common Stock | 08/31/2007 | S | 2,672 | D | \$ 39.01 | 6,685.4953 | D |
| Common Stock | 08/31/2007 | S | 3,284 | D | \$ 39 | 3,401.4953 | D |

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

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SEC 1474
(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Title |

| | | | | | | | Expiration Date | | |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|------|--|
| Employee Stock Option (right of buy) | \$ 23.15 | 08/31/2007 | M | 12,075 | 01/01/2004 ⁽¹⁾ | 12/31/2012 | Common Stock | 12,0 | |
| Employee Stock Option (right to buy) | \$ 25.55 | 08/31/2007 | M | 12,075 | 02/02/2005 ⁽²⁾ | 02/01/2014 | Common Stock | 12,0 | |

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 01/01/2004, 33% on 01/01/2005, and 34% on 01/01/2006.
 - (2) Option became exercisable as to 33% of the total number of shares subject to the option on 2/2/2005, 33% on 2/2/2006, and 34% on 2/2/2007

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