

CONWAY SUSAN L  
Form 4  
June 06, 2006

**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 \*  
CONWAY SUSAN L

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)  
  
5271 PASATIEMPO DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/02/2006

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

YORBA LINDA, CA 92686

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 (A) or (D) Price			
Common Stock	06/02/2006		M		2,075 A \$ 23.43	3,210	D	
Common Stock	06/02/2006		S		2,075 D \$ 37.6013	1,135	D	
Common Stock	06/02/2006		M		8,000 A \$ 23.15	9,135	D	
Common Stock	06/02/2006		S		2,000 D \$ 37.65	7,135	D	
Common Stock	06/02/2006		S		1,000 D \$ 38.318	6,135	D	

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Common Stock	06/02/2006	S	1,000	D	\$ 37.82	5,135	D
Common Stock	06/02/2006	S	1,000	D	\$ 37.88	4,135	D
Common Stock	06/02/2006	S	1,000	D	\$ 38.17	3,135	D
Common Stock	06/02/2006	S	2,000	D	\$ 38	1,135	D
Common Stock	06/05/2006	M	4,075	A	\$ 23.15	5,210	D
Common Stock	06/05/2006	M	2,125	A	\$ 25.55	7,355	D
Common Stock	06/05/2006	S	1,500	D	\$ 34.5429	5,835	D
Common Stock	06/05/2006	S	1,000	D	\$ 37.85	4,835	D
Common Stock	06/05/2006	S	1,500	D	\$ 37.25	3,335	D
Common Stock	06/05/2006	S	1,500	D	\$ 36.92	1,835	D
Common Stock	06/05/2006	S	700	D	\$ 37.36	1,135	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)	8. Amount or Number of Shares
	\$ 23.43	06/02/2006		M	2,075	(1) 02/03/2012	Title	2,075

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 23.15	06/02/2006	M	8,000	(2)	12/31/2012	Common Stock	8,000	
Employee Stock Option (right to buy)	\$ 23.15	06/05/2006	M	4,075	(2)	12/31/2012	Common Stock	4,075	
Employee Stock Option (right to buy)	\$ 25.55	06/05/2006	M	2,125	(3)	02/01/2014	Common Stock	2,125	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONWAY SUSAN L 5271 PASATIEMPO DRIVE YORBA LINDA, CA 92686			Sr. Vice President	

## Signatures

/s/ Susan L.  
Conway 06/06/2006

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) The Option became exercisable as to 2,995 of the 9,075 total number of shares subject to the option on February 3, 2003, an additional 2,995 shares on February 3, 2004 and an additional 3,085 on February 3, 2005.
- (2) The Option became exercisable as to 3,985 of the 12,075 total number of shares subject to the option on December 31, 2003, an additional 3,985 shares on December 31, 2004 and an additional 4,05 on December 31, 2005.
- (3) The Option became exercisable as to 3,960 of the total number of shares subject to the option on February 1, 2005, an additional 3,960 shares on February 1, 2006 and an additional 4,080 on February 1, 2007.

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.