

CHANG SHENGDER DAVID
Form 4
August 31, 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 *
CHANG SHENGDER DAVID

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)
22872 CAMINITO ORO

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2012

____ Director
 Officer (give title below) _____ Other (specify below)
VP ENVIRONMENTAL QUALITY

LAGUNA HILLS, CA 92653

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 or Price (A) or (D) | | |
| Common Shares | 06/01/2012 | | A | | 32.1037 (1) \$ 36.61 | D | |
| Common Shares | 08/30/2012 | | M | | 750 \$ 25.55 | D | |
| Common Shares | 08/30/2012 | | M | | 750 \$ 25.92 | D | |
| Common Shares | 08/30/2012 | | M | | 750 \$ 33.73 | D | |
| Common Shares | 08/30/2012 | | M | | 4,163 \$ 34.11 | D | |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|-------------|---|
| Common Shares | 08/30/2012 | M | 6,200 | A | \$ 34.57 | 19,287.4476 | D |
| Common Shares | 08/30/2012 | S | 12,613 | D | \$ 43.5 | 6,674.4476 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 25.55 | 08/30/2012 | | M | 750 | 02/01/2005 02/01/2014 | Common Shares | 750 | |
| Employee Stock Options (Right to Buy) | \$ 25.92 | 08/30/2012 | | M | 750 | 01/02/2006 01/02/2015 | Common Shares | 750 | |
| Employee Stock Options (Right to Buy) | \$ 33.73 | 08/30/2012 | | M | 750 | 01/29/2007 01/29/2016 | Common Shares | 750 | |
| Employee Stock Options (Right to Buy) | \$ 34.11 | 08/30/2012 | | M | 4,163 | 01/27/2009 01/27/2018 | Common Shares | 4,163 | |
| | \$ 34.57 | 08/30/2012 | | M | 6,200 | 01/29/2010 01/29/2019 | | 6,200 | |

Employee
 Stock
 Options
 (Right to
 Buy)

Common
 Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANG SHENGDER DAVID 22872 CAMINITO ORO LAGUNA HILLS, CA 92653 | | | VP ENVIRONMENTAL QUALITY | |

Signatures

/s/ Shengder D.
 Chang

08/31/2012

**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) DER units credited on 6/1/2012 as dividend at FMV

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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