

SPROWLS ROBERT J
Form 4
December 11, 2018

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 *
SPROWLS ROBERT J

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)
630 E FOOTHILL BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President & CEO

SAN DIMAS, CA 91773

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		
Common Shares	06/01/2018		A		43.7154 (1)	A	\$ 56.36 122,270.21 D
Common Shares	08/31/2018		A		44.1678 (2)	A	\$ 60.43 122,314.3778 D
Common Shares	12/03/2018		A		39.4179 (3)	A	\$ 68.02 122,353.7957 D
Common Shares	12/07/2018		M		4,000	A	\$ 16.68 126,353.7957 D
Common Shares	12/07/2018		S		100	D	\$ 65.6 126,253.7957 D
	12/07/2018		S		200	D	126,053.7957 D

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Common Shares					\$ 65.58		
Common Shares	12/07/2018	S	200	D	\$ 65.57	125,853.7957	D
Common Shares	12/07/2018	S	3,408	D	\$ 65.55	122,445.7957	D
Common Shares	12/07/2018	S	92	D	\$ 65.56	122,353.7957	D

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

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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
						Code	V	(A)	(D)
Employee Stock Options (Right to Buy)	\$ 16.68	12/07/2018		M	4,000	01/31/2011	01/31/2020	Common Shares	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPROWLS ROBERT J 630 E FOOTHILL BLVD. SAN DIMAS, CA 91773			President & CEO	

Signatures

/s/ Robert J.

Sprowls

12/11/2018

__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 06/01/2018 as dividend at FMV

(2) DER Units credited on 08/31/2018 as dividend at FMV

(3) DER unites credited on 12/03/2018 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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