

GALLAGHER JAMES B
 Form 4
 February 01, 2010

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 *
 GALLAGHER JAMES B

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)
 15786 PISTACHIO STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2010

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

CHINO HILLS, CA 91709

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		
Common Stock	03/02/2009		A		15.4199 (1) \$ 33.93	A	4,432.3751 D
Common Stock	06/01/2009		A		16.6316 (2) \$ 31.69	A	4,449.0067 D
Common Stock	09/01/2009		A		16.2004 (3) \$ 32.79	A	4,465.2071 D
Common Stock	12/01/2009		A		16.5923 (4) \$ 33.55	A	4,481.7994 D
Common Stock	01/28/2010		F		135.8984 (5) \$ 33.55	D	4,345.901 D

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Common Stock	01/30/2010	F	179,4383 (6)	D	\$ 33.22	4,166.3611	D	
Common Stock	02/01/2010	A	76.5185 (7)	A	\$ 0	4,242.3179	D	
Common Stock	02/01/2010	A	53.7737 (8)	A	\$ 0	2,856.669	I	401K

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER JAMES B 15786 PISTACHIO STREET CHINO HILLS, CA 91709			Vice President	

Signatures

/s/ James B. Gallagher 02/01/2010

**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 03/02/2009 as dividend at FMV
- (2) DER units credited on 06/01/2009 as dividend at FMV
- (3) DER units credited on 09/01/2009 as dividend at FMV
- (4) DER units credited on 12/1/2009 as dividend at FMV
- (5) 309 previously reported RSU's vested on 1/28/2010 of which 135.8984 were withheld to satisfy tax withholding
- (6) 408 previously reported RSU's vested on 1/30/2010 of which 179.4383 were withheld to satisfy tax withholding
- (7) Updated Dividend Reinvestment Plan
- (8) Updated 401K employer contributions of Company Stock

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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