

AMERICAN STATES WATER CO  
 Form 4  
 January 27, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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**  
  
 (Last) (First) (Middle)  
**15786 PISTACHIO STREET**  
 (Street)  
**CHINO HILLS, CA 91709**  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/25/2016**

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)  
**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares                   | 06/01/2015                           |  | A                              | (A) or (D)<br>V Amount<br>12.9554<br>(1)                          | \$ 38.61<br>20,099.7701   | D  |   |
| Common Shares                   | 09/01/2015                           |  | A                              | (A) or (D)<br>V Amount<br>14.3151<br>(2)                          | \$ 36.95<br>20,114.0852   | D  |   |
| Common Shares                   | 12/01/2015                           |  | A                              | (A) or (D)<br>V Amount<br>12.6672<br>(3)                          | \$ 42.01<br>20,126.7524   | D  |   |
| Common Shares                   | 12/31/2015                           |  | D                              | (A) or (D)<br>V Amount<br>2.9859<br>(4)                           | \$ 0<br>20,123.7665   | D  |   |
| Common Shares                   | 01/25/2016                           |  | A                              | (A) or (D)<br>V Amount<br>52.91                                   | \$ 0<br>6,123.99  | I  | 401k  |

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Common Shares 01/25/2016 A 728 A \$ 0 20,851.7665 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>15786 PISTACHIO STREET<br>CHINO HILLS, CA 91709 |               |           | Vice President |       |

## Signatures

/s/ James B. Gallagher  
01/27/2016  
Date

\*\*Signature of Reporting Person

## 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 6/1/2015 as dividend at FMV
- (2) DER units credited on 9/1/2015 as dividend at FMV
- (3) DER units credited on 12/1/2015 as dividend at FMV

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### (4) Adjustment for partial share

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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