

KATHOL ROBERT F
 Form 4
 November 16, 2011

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 *
 KATHOL ROBERT F

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)
 954 SOUTH 117TH COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2011

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

OMAHA, NE 68154
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	05/12/2011		A		90,745.1 (1)	A	\$ 34.02 16,842.8716 D
Common Shares	08/11/2011		A		83,871.6 (2)	A	\$ 34.27 16,926.7432 D
Common Shares	11/10/2011		A		82,816.7 (3)	A	\$ 34.99 17,009.5599 D
Common Shares	11/15/2011		M		1,000	A	\$ 25.4 18,009.5599 D
Common Shares	11/15/2011		S		1,600	D	\$ 35.484 16,409.5599 D

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Common Shares	11/15/2011	M	1,000	A	\$ 22.75	17,409.5599	D
Common Shares	11/15/2011	S	400	D	\$ 35.48	17,009.5599	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
Stock Options	\$ 25.4	11/15/2011		M	1,000	05/20/2003 05/19/2013	Common Shares	1,000
Stock Options	\$ 22.75	11/15/2011		M	1,000	05/11/2004 05/10/2014	Common Shares	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATHOL ROBERT F 954 SOUTH 117TH COURT OMAHA, NE 68154	X			

Signatures

/s/ Robert F.
Kathol

11/16/2011

**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 5/12/2011 as dividend at FMV

(2) DER units credited on 8/11/2011 as dividend at FMV

(3) DER units credited on 11/10/2011 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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