

AMERICAN STATES WATER CO

Form 4

May 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DODGE N P

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)

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

05/18/2005

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

306 SOUTH 93RD AVENUE

(Street)

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

OMAHA, NE 68114

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Common	08/09/2004		A		10	\$ 22.1	12,234.0322 D
Common	11/12/2004		A		9.0361	\$ 24.9	12,243.0683 D
Common	08/09/2004		A		61.8716	\$ 22.1	12,304.9399 D
Common	11/12/2004		A		56.4672	\$ 24.9	12,361.4071 D
Common	08/09/2004		A		10	\$ 22.1	12,371.4071 D
Common	11/12/2004		A		9.0361	\$ 24.9	12,380.4432 D
Common	02/10/2005		A		8.7074	\$ 25.84	12,389.1506 D
Common	02/10/2005		A		54.9047	\$	12,444.0553 D

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					25.84		
Common	02/10/2005	A	8.7074	A	\$ 25.84	12,452.7627	D
Common	05/10/2005	A	8.2357	A	\$ 27.32	12,460.9984	D
Common	05/10/2005	A	52.3826	A	\$ 27.32	12,513.381	D
Common	05/10/2005	A	8.2357	A	\$ 27.32	12,521.6167	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. Date
				Code	V	(A)	(D)	
Stock Options	\$ 26.82	05/17/2005		A	3,000	05/17/2005 05/16/2015	Common	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DODGE N P 306 SOUTH 93RD AVENUE OMAHA, NE 68114	X

Signatures

/s/ N.P. Dodge,
Jr. 05/17/2005

__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).

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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