

CONWAY SUSAN L
Form 4
June 08, 2006

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 *
CONWAY SUSAN L

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)
5271 PASATIEMPO DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2006

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

YORBA LINDA, CA 92686

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/07/2006		M		5,845 A \$ 25.55	6,980	D
Common Stock	06/07/2006		S		1,000 D \$ 35.8	5,980	D
Common Stock	06/07/2006		S		1,000 D \$ 36.781	4,980	D
Common Stock	06/07/2006		S		1,000 D \$ 36.54	3,980	D
Common Stock	06/07/2006		S		1,845 D \$ 35.7697	2,135	D

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- (1) The Option became exercisable as to 3,985 of the 12,075 total number of shares subject to the option on January 1, 2005, an additional 3,985 on January 1, 2006 and on January 1, 2007 an additional 4,105.

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