

KRUGER DENISE L
Form 4
August 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KRUGER DENISE 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)

5775 SOUTHVIEW

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

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

YORBA LINDA, CA 92887

(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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Shares	06/01/2012		A		40,356 (1) \$ 36.61	D	
Common Shares	08/24/2012		M		5,400 \$ 33.73	D	
Common Shares	08/24/2012		M		5,378 \$ 38.62	D	
Common Shares	08/24/2012		M		3,609 \$ 34.11	D	
Common Shares	08/24/2012		M		7,600 \$ 34.57	D	

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Common Shares	08/24/2012	M	2,250	A	\$ 33.36	34,677.9427	D
Common Shares	08/24/2012	S	3,957	D	\$ 43.4	30,720.9427	D
Common Shares	08/24/2012	S	20,280	D	\$ 43.31	10,440.9427	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 33.73	08/24/2012		M	5,400	01/29/2007 01/29/2016	Common Shares	5,400	
Employee Stock Options (Right to Buy)	\$ 38.62	08/24/2012		M	5,378	01/01/2008 01/01/2017	Common Shares	5,378	
Employee Stock Options (Right to Buy)	\$ 34.11	08/24/2012		M	3,609	01/27/2009 01/27/2018	Common Shares	3,609	
Employee Stock Options (Right to Buy)	\$ 34.57	08/24/2012		M	7,600	01/29/2010 01/29/2019	Common Shares	7,600	

Buy)

Employee

Stock

Options	\$ 33.36	08/24/2012		M	2,250	01/31/2011	01/31/2020	Common Shares	2,250
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRUGER DENISE L 5775 SOUTHVIEW YORBA LINDA, CA 92887			Sr. Vice President	

Signatures

/s/ Denise
Kruger

08/27/2012

**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 6/1/2012 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.