

AMERICAN STATES WATER CO

Form 4

September 05, 2007

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 *
HARRIS MCCLELLAN III

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)
3419 VIA LIDO DRIVE PMB#334
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2007

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

NEWPORT BEACH, CA 92663

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

(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 (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/31/2007		M		6,000	A \$ 31.25	9,401.4953 D
Common Stock	08/31/2007		S		700	D \$ 39.31	8,701.4953 D
Common Stock	08/31/2007		S		700	D \$ 39.26	8,001.4953 D
Common Stock	08/31/2007		S		100	D \$ 39.25	7,901.4953 D
Common Stock	08/31/2007		S		500	D \$ 39.22	7,401.4953 D

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Common Stock	08/31/2007	S	34	D	\$ 39.19	7,367.4953	D
Common Stock	08/31/2007	S	3,966	D	\$ 39.17	3,401.4953	D
Common Stock	08/31/2007	M	6,000	A	\$ 34.81	9,401.4953	D
Common Stock	08/31/2007	S	141	D	\$ 39.25	9,260.4953	D
Common Stock	08/31/2007	S	5,200	D	\$ 39.22	4,060.4953	D
Common Stock	08/31/2007	S	659	D	\$ 39.13	3,401.4953	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 31.25	08/31/2007		M	6,000	04/30/2001 ⁽¹⁾ 04/30/2010	Common stock 6,000
Employee stock option (right to buy)	\$ 34.81	08/31/2007		M	6,000	01/01/2002 ⁽²⁾ 01/01/2011	Common stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS MCCLELLAN III 3419 VIA LIDO DRIVE PMB#334 NEWPORT BEACH, CA 92663			Sr. Vice President	

Signatures

/s/ McClellan
Harris III

09/05/2007

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) Option became exercisable as to 33% of the total number of shares subject to the option on 4/30/2001, 33% on 4/30/2002, and 34% on 4/30/2003
- (2) Option became exercisable as to 33% of the total number of shares subject to the option on 1/1/2002, 33% on 1/1/2003, and 34% on 1/1/2004

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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