

HODGES GRANVILLE R JR
Form 4
December 07, 2009

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

OMB APPROVAL

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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 *
HODGES GRANVILLE R JR

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)
2712 HARTFORD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2009

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

FULLERTON, CA 92835-3034

(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 Price | | |
| Common Stock | 03/02/2009 | | A | | 17.4163 (1) \$ 33.93 | A | 3,141.172 D |
| Common Stock | 06/01/2009 | | A | | 16.6155 (2) \$ 31.69 | A | 3,157.7875 D |
| Common Stock | 09/01/2009 | | A | | 16.1847 (3) \$ 32.79 | A | 3,173.9722 D |
| Common Stock | 12/01/2009 | | A | | 16.5762 (4) \$ 33.55 | A | 3,190.5484 D |
| Common Stock | 12/04/2009 | | M | | 500 \$ 20.83 | A | 3,690.5484 D |

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Common Stock 12/04/2009 S 500 D \$ 34.41 3,190.5484 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 20.83 | 12/04/2009 | | M | 500 | 04/30/2001 ⁽⁵⁾ 04/30/2010 | Common Stock 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HODGES GRANVILLE R JR 2712 HARTFORD AVENUE FULLERTON, CA 92835-3034 | | | Vice President | |

Signatures

/s/ Granville R. Hodges 12/07/2009

**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 03/02/09 as dividend at FMV

(2) DER units credited on 06/01/09 as dividend at FMV

(3) DER units credited on 09/01/09 as dividend at FMV

(4) DER units credited on 12/01/09 as dividend at FMV

(5) This option became exercisable as to 33% of the total number of shares subject to the option on 04/30/01, 33% on 04/30/02 and 34% on 04/30/03.

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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