

HARRIS MCCLELLAN III  
 Form 4  
 December 07, 2011

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

(Last) (First) (Middle)  
**3419 VIA LIDO DRIVE PMB#334**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/05/2011**

**NEWPORT BEACH, CA 92663**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	03/01/2011		A		36.1409 (1) \$ 33.1	8,933.0188	D
Common Shares	06/01/2011		A		37.9762 (2) \$ 34.19	8,970.995	D
Common Shares	09/01/2011		A		37.3691 (3) \$ 35.03	9,008.3641	D
Common Shares	12/01/2011		A		37.3163 (4) \$ 35.36	9,045.6804	D
Common Shares	12/05/2011		M		4,105 \$ 25.92	13,150.6804	D

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Common Shares	12/05/2011	M	3,618	A	\$ 33.73	16,768.6804	D
Common Shares	12/05/2011	M	3,609	A	\$ 34.11	20,377.6804	D
Common Shares	12/05/2011	M	5,016	A	\$ 34.57	25,393.6804	D
Common Shares	12/05/2011	M	1,125	A	\$ 33.36	26,518.6804	D
Common Shares	12/05/2011	S	17,473	D	\$ 35.61	9,045.6804	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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.92	12/05/2011		M	4,105	01/02/2006 <sup>(5)</sup>	01/02/2015	Common Shares	4,105
Employee Stock Option (Right to Buy)	\$ 33.73	12/05/2011		M	3,618	01/29/2007 <sup>(6)</sup>	01/29/2016	Common Shares	3,618
Employee Stock Option (Right to Buy)	\$ 34.11	12/05/2011		M	3,609	01/27/2009 <sup>(7)</sup>	01/27/2018	Common Shares	3,609

Employee

Stock

Option (Right to Buy)

\$ 34.57

12/05/2011

M

5,016

01/29/2010<sup>(8)</sup> 01/29/2019

Common Shares

5,016

Employee

Stock

Option (Right to Buy)

\$ 33.36

12/05/2011

M

1,125

01/31/2011<sup>(9)</sup> 01/31/2020

Common Shares

1,125

## 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

12/07/2011

\*\*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 3/1/2011 as dividend at FMV

(2) DER units credited on 6/1/2011 as dividend at FMV

(3) DER units credited on 9/1/2011 as dividend at FMV

(4) DER units credited on 12/1/2011 as dividend at FMV

(5) The option became exercisable as to 33% of the total number of shares subject to the option on 1/2/2006, 33% on 1/2/2007 and 34% on 1/2/2008

(6) The option became exercisable as to 33% of the total number of shares subject to the option on 1/29/2007, 33% on 1/29/2008 and 34% on 1/29/2009

(7) The option became exercisable as to 33% of the total number of shares subject to the option on 1/27/2009, 33% on 1/27/2010 and 34% on 1/27/2011

(8) The option became exercisable as to 33% of the total number of shares subject to the option on 1/29/2010, 33% on 1/29/2011 and 34% on 1/29/2012

(9) The option became exercisable as to 33% of the total number of shares subject to the option on 1/31/2011, 33% on 1/31/2012 and 34% on 1/31/2013

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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