

GEORGE MICHAEL P  
Form 5  
January 29, 2009

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
GEORGE MICHAEL P			AMERICAN STATES WATER CO [AWR]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			01/29/2009		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
PO BOX 1722			4. If Amendment, Date Original Filed(Month/Day/Year)		EXECUTIVE VICE PRESIDENT	
(Street)					6. Individual or Joint/Group Reporting	
ROSS, CA 94957					(check applicable line)	
(City)	(State)	(Zip)			<input type="checkbox"/> Form Filed by One Reporting Person	
					<input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	03/01/2008	Â	A	22.5637 (1)	A \$ 32.55	3,269.364	D Â
Common Stock	06/01/2008	Â	A	21.9286 (2)	A \$ 33.75	3,291.2926	D Â
Common Stock	09/01/2008	Â	A	18.8705 (3)	A \$ 39.51	3,310.1631	D Â
Common Stock	12/01/2008	Â	A	23.5348 (4)	A \$ 31.88	3,333.6979	D Â
	12/31/2008	Â	A		A \$ 0	565.8421	I 401(k)

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Common Stock 397.2312  
(5)

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

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SEC 2270  
(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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEORGE MICHAEL P PO BOX 1722 ROSS, CA 94957	Â	Â	Â EXECUTIVE VICE PRESIDENT	Â

**Signatures**

/s/ Michael P. George 01/29/2009  
 \*\*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 3/1/2008 as dividend at FMV
  - (2) DER units credited on 6/1/2008 as dividend at FMV
  - (3) DER units credited on 9/1/2008 as dividend at FMV
  - (4) DER units credited on 12/1/2008 as dividend at FMV
  - (5) Updated 401(k) employee contributions of company stock
- Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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