

Rentfrow Diane D
Form 4
August 15, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rentfrow Diane D

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)

5550 VIA VALLARTA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2012

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

Vice President

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

YORBA LINDA, CA 92887

(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 (A) or (D) Price		
Common Shares	06/01/2012		A		32.1067 (1) \$ 36.61	5,252.8898	D
Common Shares	08/13/2012		M		750 \$ 38.62	6,002.8898	D
Common Shares	08/13/2012		M		1,776 \$ 38.85	7,778.8898	D
Common Shares	08/13/2012		M		1,874 \$ 33.36	9,652.8898	D
Common Shares	08/13/2012		S		4,400 \$ 44	5,252.8898	D

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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 Option (Right to Buy)	\$ 38.62	08/13/2012		M	750	01/01/2008 01/01/2017	Common Shares 750
Employee Stock Option (Right to Buy)	\$ 38.85	08/13/2012		M	1,776	08/05/2008 08/05/2017	Common Shares 1,776
Employee Stock Option (Right to Buy)	\$ 33.36	08/13/2012		M	1,874	01/31/2011 01/31/2020	Common Shares 1,874

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rentfrow Diane D 5550 VIA VALLARTA YORBA LINDA, CA 92887	Vice President

Signatures

/s/ Diane D.
Rentfrow

08/15/2012

__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.

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