

CHANG SHENGDER DAVID  
Form 4  
August 31, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
CHANG SHENGDER DAVID

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)  
22872 CAMINITO ORO  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/30/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP ENVIRONMENTAL QUALITY

LAGUNA HILLS, CA 92653

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |
| Common Shares                   | 06/01/2012                           |  | A                              |   | 32.1037<br>(1)<br>\$ 36.61  | D  |   |
| Common Shares                   | 08/30/2012                           |  | M                              |   | 750<br>\$ 25.55   | D  |   |
| Common Shares                   | 08/30/2012                           |  | M                              |   | 750<br>\$ 25.92   | D  |   |
| Common Shares                   | 08/30/2012                           |  | M                              |   | 750<br>\$ 33.73   | D  |   |
| Common Shares                   | 08/30/2012                           |  | M                              |   | 4,163<br>\$ 34.11   | D  |   |

Edgar Filing: CHANG SHENGDER DAVID - Form 4

|               |            |   |        |   |          |             |   |
|---------------|------------|---|--------|---|----------|-------------|---|
| Common Shares | 08/30/2012 | M | 6,200  | A | \$ 34.57 | 19,287.4476 | D |
| Common Shares | 08/30/2012 | S | 12,613 | D | \$ 43.5  | 6,674.4476  | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Options (Right to Buy)      | \$ 25.55   | 08/30/2012                           |  | M                              | 750   | 02/01/2005 02/01/2014                                    | Common Shares   | 750                        |
| Employee Stock Options (Right to Buy)      | \$ 25.92   | 08/30/2012                           |  | M                              | 750   | 01/02/2006 01/02/2015                                    | Common Shares   | 750                        |
| Employee Stock Options (Right to Buy)      | \$ 33.73   | 08/30/2012                           |  | M                              | 750   | 01/29/2007 01/29/2016                                    | Common Shares   | 750                        |
| Employee Stock Options (Right to Buy)      | \$ 34.11   | 08/30/2012                           |  | M                              | 4,163   | 01/27/2009 01/27/2018                                    | Common Shares   | 4,163                      |
|  | \$ 34.57   | 08/30/2012                           |  | M                              | 6,200   | 01/29/2010 01/29/2019                                    |   | 6,200                      |

Employee  
 Stock  
 Options  
 (Right to  
 Buy)

Common  
 Shares

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| CHANG SHENGDER DAVID<br>22872 CAMINITO ORO<br>LAGUNA HILLS, CA 92653 |               |           | VP ENVIRONMENTAL QUALITY |       |

## Signatures

/s/ Shengder D.  
 Chang

08/31/2012

\*\*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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.