

WICKS FLOYD E
Form 4
June 08, 2006

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 *
WICKS FLOYD E

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)
CEO and President

(Last) (First) (Middle)
1647 POSILIPO LANE APT. E

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2006

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

SANTA BARBARA, CA 93108

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/07/2006		M		12,000	A	\$ 23.21
Common Stock	06/07/2006		S		500	D	\$ 36.65
Common Stock	06/07/2006		S		11,500	D	\$ 36.25
Common Stock	06/07/2006		M		18,000	A	\$ 23.43
Common Stock	06/07/2006		S		100	D	\$ 36.68

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Common Stock	06/07/2006	S	200	D	\$ 36.65	22,623.549	D
Common Stock	06/07/2006	S	300	D	\$ 36.64	22,323.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.6	21,923.549	D
Common Stock	06/07/2006	S	100	D	\$ 36.59	21,823.549	D
Common Stock	06/07/2006	S	300	D	\$ 36.54	21,523.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.53	21,123.549	D
Common Stock	06/07/2006	S	200	D	\$ 36.52	20,923.549	D
Common Stock	06/07/2006	S	100	D	\$ 36.51	20,823.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.5	20,423.549	D
Common Stock	06/07/2006	S	500	D	\$ 36.46	19,923.549	D
Common Stock	06/07/2006	S	200	D	\$ 36.44	19,723.549	D
Common Stock	06/07/2006	S	800	D	\$ 36.42	18,923.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.41	18,523.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.4	18,123.549	D
Common Stock	06/07/2006	S	200	D	\$ 36.39	17,923.549	D
Common Stock	06/07/2006	S	300	D	\$ 36.38	17,623.549	D
Common Stock	06/07/2006	S	300	D	\$ 36.37	17,323.549	D
Common Stock	06/07/2006	S	500	D	\$ 36.35	16,823.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.33	16,423.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.31	16,023.549	D
	06/07/2006	S	100	D	\$ 36.3	15,923.549	D

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Common Stock							
Common Stock	06/07/2006	S	600	D	\$ 36.29	15,323.549	D
Common Stock	06/07/2006	S	200	D	\$ 36.21	15,123.549	D
Common Stock	06/07/2006	S	300	D	\$ 36.19	14,823.549	D
Common Stock	06/07/2006	S	400	D	\$ 36.15	14,423.549 ⁽³⁾	D

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

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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 Option (right to buy)	\$ 23.21	06/07/2006		M	12,000	<u>(1)</u>	01/01/2011	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 23.43	06/07/2006		M	18,000	<u>(2)</u>	02/03/2012	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WICKS FLOYD E
1647 POSILIPO LANE APT. E
SANTA BARBARA, CA 93108

CEO and President

Signatures

/s/ Floyd E.

06/08/2006

Wicks

**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) The Option became exercisable as to 3,960 of the 12,000 total number of shares subject to the option on January 1, 2002, an additional 3,960 on January 1, 2003 and an additional 4,080 on January 1, 2004.

(2) The Option became exercisable as to 7,425 of the 22,500 total number of shares subject to the option on February 3, 2003, an additional 7,425 on February 3, 2004 and an additional 7,650 on February 3, 2005.

(3) Filing 1 of 3

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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