

AMERICAN STATES WATER CO
 Form 4
 August 14, 2008

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 *
 KRUGER DENISE L

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)
 5775 SOUTHVIEW
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice President

YORBA LINDA, CA 92887
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	08/12/2008		M		9,075	A	\$ 23.15
Common Stock	08/12/2008		S		100	D	\$ 41.04
Common Stock	08/12/2008		S		100	D	\$ 40.97
Common Stock	08/12/2008		S		500	D	\$ 40.96
Common Stock	08/12/2008		S		300	D	\$ 40.95

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Common Stock	08/12/2008	S	200	D	\$ 40.94	11,728.1014	D
Common Stock	08/12/2008	S	100	D	\$ 40.93	11,628.1014	D
Common Stock	08/12/2008	S	400	D	\$ 40.91	11,228.1014	D
Common Stock	08/12/2008	S	300	D	\$ 40.9	10,928.1014	D
Common Stock	08/12/2008	S	300	D	\$ 40.89	10,628.1014	D
Common Stock	08/12/2008	S	100	D	\$ 40.88	10,528.1014	D
Common Stock	08/12/2008	S	402	D	\$ 40.87	10,126.1014	D
Common Stock	08/12/2008	S	898	D	\$ 40.86	9,228.1014	D
Common Stock	08/12/2008	S	100	D	\$ 40.84	9,128.1014	D
Common Stock	08/12/2008	S	900	D	\$ 40.83	8,228.1014	D
Common Stock	08/12/2008	S	200	D	\$ 40.82	8,028.1014	D
Common Stock	08/12/2008	S	200	D	\$ 40.81	7,828.1014	D
Common Stock	08/12/2008	S	700	D	\$ 40.8	7,128.1014	D
Common Stock	08/12/2008	S	100	D	\$ 40.79	7,028.1014	D
Common Stock	08/12/2008	S	75	D	\$ 40.78	6,953.1014	D
Common Stock	08/12/2008	S	200	D	\$ 40.76	6,753.1014	D
Common Stock	08/12/2008	S	100	D	\$ 40.745	6,653.1014	D
Common Stock	08/12/2008	S	700	D	\$ 40.72	5,953.1014	D
Common Stock	08/12/2008	S	1,500	D	\$ 40.69	4,453.1014	D
Common Stock	08/12/2008	S	500	D	\$ 40.66	3,953.1014	D
	08/12/2008	S	100	D	\$ 40.64	3,853.1014	D

Common
Stock

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)	8. Amount or Number of Shares
common stock	\$ 23.15	08/12/2008		M	2,995	12/31/2004 12/31/2012	common stock	2,995
common stock	\$ 23.15	08/12/2008		M	2,995	12/31/2005 12/31/2012	common stock	2,995
common stock	\$ 23.15	08/12/2008		M	3,085	12/31/2006 12/31/2012	common stock	3,085

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRUGER DENISE L 5775 SOUTHVIEW YORBA LINDA, CA 92887			Sr. Vice President	

Signatures

/s/ Denise L.
Kruger

08/14/2008

**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).

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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