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AMERICAN STATES WATER CO

Form 4 May 18, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

See Instruction

1(b).

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 * DICKSON JOEL A			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) 1062 FULLER	(First) DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2006	Director 10% Owner Officer (give title Other (specify below) Sr. Vice President		
	(Street)		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		
CLAREMONT, CA 91711				Form filed by More than One Reporting Person		

							Person		
(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	05/16/2006		M	2,000	A	\$ 20.83	5,499	D	
Common Stock	05/16/2006		S	100	D	\$ 39.86	5,399	D	
Common Stock	05/16/2006		S	500	D	\$ 39.82	4,899	D	
Common Stock	05/16/2006		S	1,400	D	\$ 39.81	3,499	D	

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 Owne	ed.
(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)	vative Expiration Date es (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 20.83	05/16/2006		M	2,000	<u>(1)</u>	04/30/2010	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DICKSON JOEL A 1062 FULLER DRIVE CLAREMONT, CA 91711

Sr. Vice President

Signatures

/s/ Joel A.

Dickson 05/17/2006

**Signature of Person Date

Reporting Person

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 1,980 of the total number of shares subject to the option on April 30, 2001, an additional 1,980 shares on April 30, 2002 and an additional 2,040 on April 30, 2003.

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.

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