SPROWLS ROBERT J

630 E FOOTHILL BLVD

(City)

(Street)

(State)

(Zip)

Form 5

February 10, 2006

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SPROWLS ROBERT J Symbol AMERICAN STATES WATER CO (Check all applicable) [AWR] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X (Month/Day/Year) _ Officer (give title Other (specify below) below) 12/31/2005 Sr. Vice President Finance

SAN DIMAS, CA 91773	
	X Form Filed by One Reporting Person
	Form Filed by More than One Reporting

4. If Amendment, Date Original

Filed(Month/Day/Year)

(5)	()	Tan	oie i - Non-Dei	rivative Secur	ities A	cquire	ı, Disposea oi,	or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securities or Disposed (Instr. 3, 4 ar	of (D)	red (A)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	Amount	(A) or (D)	Price	Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	12/31/2005	â	p	837.5201	Δ	\$	945 5347	Ţ	401K

Common 12/31/2005 Â P $\frac{837.5201}{(1)}$ A $\frac{$}{30.8}$ 945.5347 I 401K

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.

Person

6. Individual or Joint/Group Reporting

(check applicable line)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

SEC 2270

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner, runners	Director 10% Owner 0		Officer	Other		
SPROWLS ROBERT J 630 E FOOTHILL BLVD SAN DIMAS. CA 91773	Â	Â	Sr. Vice President Finance	Â		

Signatures

/s/ Robert J.
Sprowls

**Signature of Reporting Person

O2/08/2006

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) Updated 401K dividends and employer contributions of Company Stock

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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