

AMERICAN STATES WATER CO
 Form 4
 February 09, 2017

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 *
GALLAGHER JAMES B

 (Last) (First) (Middle)
15786 PISTACHIO STREET
 (Street)
CHINO HILLS, CA 91709
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN STATES WATER CO [AWR]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2017

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	06/01/2016		A		10.1433 (1) \$ 39.83	D	
Common Shares	09/01/2016		A		10.4577 (2) \$ 38.85	D	
Common Shares	12/01/2016		A		10.3411 (3) \$ 42.69	D	
Common Shares	12/01/2016		A		346.9359 (4) \$ 0	D	
Common Shares	12/30/2016		A		264.94 (5) \$ 0	I	401k

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Common Shares	12/30/2016	D	1.5894 ⁽⁶⁾	D	\$ 0	22,389.838	D
Common Shares	01/31/2017	A	679	A	\$ 0	23,068.838	D
Common Shares	02/03/2017	F	195.7143 ⁽⁷⁾	D	\$ 44.24	22,873.1237	D
Common Shares	02/03/2017	F	138.6698 ⁽⁸⁾	D	\$ 44.24	22,734.4539	D
Common Shares	02/03/2017	F	107.5522 ⁽⁹⁾	D	\$ 44.24	22,626.9017	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER JAMES B 15786 PISTACHIO STREET CHINO HILLS, CA 91709			Vice President	

Signatures

/s/ James B. Gallagher 02/09/2017

__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 6/1/2016 as dividend at FMV
- (2) DER units credited on 9/1/2016 as dividend at FMV
- (3) DER units credited on 12/1/2016 as dividend at FMV
- (4) Updated DRIP
- (5) Updated 401K
- (6) Adjustment due to partial share
- (7) 447.0403 previously reported RSU's of which 195.7143 were withheld to satisfy tax liability
- (8) 316.7420 previously reported RSU's of which 138.6698 were withheld to satisfy tax liability
- (9) 245.6653 previously reported RSU's of which 107.5522 were withheld to satisfy tax liability

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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