AMERICAN STATES WATER CO
Form 4
February 09, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rowley Paul J

(Last) (First) (Middle)

22532 CHAPARRO DR

(Street)

SAUGUS, CA 91350

(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
__X__ Officer (give title below) _____ Other (specify below)
VP OF OPERATIONS

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Shares	03/01/2016		A		4.5448 (1)	A	$ 41.98	1,005.384	D	
Common Shares	06/01/2016		A		4.8093 (2)	A	$ 39.83	1,010.1933	D	
Common Shares	09/01/2016		A		4.9609 (3)	A	$ 38.85	1,015.1542	D	
Common Shares	12/01/2016		A		4.9032 (4)	A	$ 42.69	1,020.0574	D	
Common Shares	12/30/2016		A		2,078.71 (5)	A	$ 0	2,078.71	I	401k

Common Shares	12/30/2016	D	1.4269 (6)	D	$ 0	1,018.6305	D
Common Shares	01/31/2017	A	969	A	$ 0	1,987.6305	D
Common Shares	02/03/2017	F	36.7226 (7)	D	$ 44.24	1,950.9079	D
Common Shares	02/03/2017	F	41.5405 (8)	D	$ 44.24	1,909.3674	D
Common Shares	02/03/2017	F	85.6872 (9)	D	$ 44.24	1,823.6802	D

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.

SEC 1474 (9-02)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Rowley Paul J 22532 CHAPARRO DR SAUGUS, CA 91350			VP OF OPERATIONS	

Signatures

/s/ Paul J. Rowley	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 3/1/2016 as dividend at FMV

(2) DER units credited on 6/1/2016 as dividend at FMV

(3) DER units credited on 9/1/2016 as dividend at FMV

(4) DER units credited on 12/1/2016 as dividend at FMV

(5) updated 401k

(6) Adjustment due to partial share

(7) 83.8793 previously reported RSU's of which 36.7226 were withheld to satisfy tax liability

(8) 94.8846 previously reported RSU's of which 41.5405 were withheld to satisfy tax liability

(9) 195.7224 previously reported RSU's of which 85.6872 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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