

AMERICAN STATES WATER CO

Form 4

February 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEDNEY WILLIAM C

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)
1021 JASMINE STREET
(Street)

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President

REDLANDS, CA 92374

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
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Shares	06/01/2016		A	Amount (1) 13.9509	(A) or (D) A \$ 39.83	19,074.8454	D
Common Shares	09/01/2016		A	Amount (2) 14.3833	A \$ 38.85	19,089.2287	D
Common Shares	12/01/2016		A	Amount (3) 14.2229	A \$ 42.69	19,103.4516	D
Common Shares	12/30/2016		A	Amount (4) 767.68	A \$ 0	12,650.17	I 401k
Common Shares	12/30/2016		D	Amount (5) 2.2477	D \$ 0	19,101.2039	D

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Common Shares	01/31/2017	A	1,082	A	\$ 0	20,183.2039	D
Common Shares	02/03/2017	F	287.2911 (6)	D	\$ 44.24	19,895.9128	D
Common Shares	02/03/2017	F	173.2615 (7)	D	\$ 44.24	19,722.6513	D
Common Shares	02/03/2017	F	153.646 (8)	D	\$ 44.24	19,569.0053	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.

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
GEDNEY WILLIAM C 1021 JASMINE STREET REDLANDS, CA 92374	Vice President

Signatures

/s/ William C.
Gedney 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 401k
- (5) Adjustment due to partial share
- (6) 656.2152 previously reported RSU's of which 287.2911 were withheld to satisfy tax liability
- (7) 395.7550 previously reported RSU's of which 173.2615 were withheld to satisfy tax liability
- (8) 350.9505 previously reported RSU's of which 153.6460 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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