

AMERICAN STATES WATER CO
 Form 4
 February 09, 2017

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Cotton, III James 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)
 11905 TEESIDE DR
 (Street)

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

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

FREDERICKSBURG, VA 22407
 (City) (State) (Zip)

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

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 (A) or (D) Price		
Common Shares	06/01/2016		A		14.1332 (1) \$ 39.83	D	
Common Shares	09/01/2016		A		14.5712 (2) \$ 38.85	D	
Common Shares	12/01/2016		A		14.4087 (3) \$ 42.69	D	
Common Shares	12/30/2016		D		440.29 (4) \$ 0	I	401k
Common Shares	12/30/2016		D		1.7952 (5) \$ 0	D	

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Common Shares	01/31/2017	A	789	A	\$ 0	7,629.1744	D
Common Shares	02/03/2017	F	<u>171.6637</u> (6)	D	\$ 44.24	7,457.5107	D
Common Shares	02/03/2017	F	<u>169.724</u> (7)	D	\$ 44.24	7,287.7867	D
Common Shares	02/03/2017	F	<u>153.5547</u> (8)	D	\$ 44.24	7,134.232	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. Number of Derivative Securities Beneficially Owned (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
Cotton, III James C 11905 TEESIDE DR FREDERICKSBURG, VA 22407			Senior Vice President	

Signatures

/s/ James C. Cotton III 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) 447.0403 previously reported RSU's of which 171.6637 were withheld to satisfy tax liability
- (7) 441.9897 previously reported RSU's of which 169.7240 were withheld to satisfy tax liability
- (8) 399.8811 previously reported RSU's of which 153.5547 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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