

AMERICAN STATES WATER CO

Form S-8

March 16, 2006

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**American States Water Company**  
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation or organization)	95-4676679 (I.R.S. Employer Identification No.)
---	---

630 East Foothill Boulevard  
San Dimas, California, 91773  
(909) 394-3600

(Address and telephone number of principal executive offices)

**American States Water Company 2000 Stock Incentive Plan (as amended)**  
(Full title of the plans)

\_\_\_\_\_  
Robert J. Sprowls  
Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer  
American States Water Company  
630 East Foothill Boulevard  
San Dimas, California 91773  
(Name and address of agent for service)

\_\_\_\_\_  
Telephone number, including area code, of agent for service: (909) 394-3600

\_\_\_\_\_  
**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per unit(3)	Proposed maximum aggregate offering price(3)	Amount of Registration fee(3)
Common Shares, no par value,	300,000	\$35.64	\$10,692,000	\$1,144.05

(1) The Registration Statement covers, in addition to the

number of  
Common Shares  
stated above,  
options and  
other rights to  
purchase or  
acquire the  
shares of  
Common Shares  
covered by the  
Prospectus and,  
pursuant to Rule  
416(c) under the  
Securities Act  
of 1933, as  
amended (the  
Securities Act ),  
an additional  
indeterminate  
number of  
shares, options  
and rights which  
by reason of  
certain events  
specified in the  
American States  
Water Company  
2000 Stock  
Incentive Plan  
(as amended)  
the ( Plan ) may  
become subject  
to the Plan.

- (2) Each share is  
accompanied by  
a Junior  
Preferred Share  
Purchase Right  
pursuant to the  
Registrant's  
Amended and  
Restated Rights  
Agreement  
dated  
January 25,  
1999 with  
Mellon  
Shareholder  
Services, L.L.C.  
as rights agent.

- (3) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Shares on March 15, 2006, as reported on the New York Stock Exchange composite tape and published on WSJ.com.
-

American States Water Company filed with the Commission on a Registration Statement on Form S-8 relating to the Plan and the 2003 Non-Employee Directors Plan, as amended (Registration No. 333-10895), the contents of which are incorporated by reference herein.

The following exhibits are furnished with this Registration Statement:

<b>Exhibit Number</b>	<b>Exhibit</b>
3.1	Amended and Restated Articles of Incorporation of the Company, as amended (incorporated by reference to Form 10-K/A for the year ended December 31, 2003)
3.2	Bylaws (incorporated by reference to Form 8-K filed on November 2, 1998)
3.3	Rights Agreement dated August 3, 1998 between the Company and Mellon Shareholder Services L.L.C. (incorporated by reference to the Company's Form 8-A filed August 20, 1998)
4.1	American States Water Company 2000 Stock Incentive Plan, as amended January 31, 2006 (incorporated by reference to the Company's Form 10-K filed March 15, 2006)
5	Opinion of O Melveny & Myers LLP (opinion re legality)
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of O Melveny & Myers LLP (included in Exhibit 5)
24	Power of Attorney (included in this Registration Statement under Signatures )

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Dimas, State of California, on the 15<sup>th</sup> day of March, 2006.

AMERICAN STATES WATER COMPANY,  
a California corporation

By: /s/ FLOYD E. WICKS  
Floyd E. Wicks  
President

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Floyd E. Wicks and Robert J. Sprowls, and each of them individually, his/her true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ FLOYD E. WICKS	Director, President and Chief Executive Officer	March 15, 2006
Floyd E. Wicks	(Principal Executive Officer)	

---

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ ROBERT J. SPROWLS Robert J. Sprowls	Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer (Principal Financial and Accounting Officer)	March 15, 2006
/s/ JAMES L. ANDERSON James L. Anderson	Director	March 15, 2006
/s/ N.P. DODGE, JR. N.P. Dodge, Jr.	Director	March 15, 2006
/s/ ANNE M. HOLLOWAY Anne M. Holloway	Director	March 15, 2006
/s/ ROBERT F. KATHOL Robert F. Kathol	Director	March 15, 2006
/s/ LLOYD E. ROSS Lloyd E. Ross	Director	March 15, 2006

---

**EXHIBIT INDEX**

Exhibit Number	Description of Exhibit
5	Opinion of O Melveny & Myers LLP (opinion re legality).
23.1	Consent of PriceWaterhouseCoopers LLP.
23.2	Consent of Counsel (included in Exhibit 5).
24	Power of Attorney (included in this Registration Statement under Signatures ).