

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 *
TANG EVA G

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)
1544 MANOR GATE DRIVE
(Street)

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

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

HACIENDA
HEIGHTS, CA 91745-3833

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	06/01/2016		A		20.94 <u>(1)</u>	A	\$ 39.83	25,866.8184	D	
Common Shares	09/01/2016		A		21.589 <u>(2)</u>	A	\$ 38.85	25,888.4074	D	
Common Shares	12/01/2016		A		21.3481 <u>(3)</u>	A	\$ 42.69	25,909.7555	D	
Common Shares	12/01/2016		A		362.5297 <u>(4)</u>	A	\$ 0	26,272.2852	D	
Common Shares	12/30/2016		A		466.55 <u>(5)</u>	A	\$ 0	8,656.65	I	401k

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Common Shares	12/30/2016	D	2.5189 ⁽⁶⁾	D	\$ 0	26,269.7663	D
Common Shares	01/31/2017	A	1,353	A	\$ 0	27,622.7663	D
Common Shares	02/03/2017	F	312.9019 ⁽⁷⁾	D	\$ 44.24	27,309.8644	D
Common Shares	02/03/2017	F	342.462 ⁽⁸⁾	D	\$ 44.24	26,967.4024	D
Common Shares	02/03/2017	F	201.4137 ⁽⁹⁾	D	\$ 44.24	26,765.9887	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 Report 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
TANG EVA G 1544 MANOR GATE DRIVE HACIENDA HEIGHTS, CA 91745-3833	Sr. Vice President & CFO

Signatures

/s/ Eva G. Tang 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) 714.7142 previously reported RSU's of which 312.9019 were withheld to satisfy tax liability
- (8) 782.5391 previously reported RSU's of which 342.4620 were withheld to satisfy tax liability
- (9) 489.6434 previously reported RSU's of which 201.4137 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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