

AMERICAN STATES WATER CO

Form 4

February 09, 2017

FORM 4

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

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).

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
 Officer (give title below) _____ Other (specify below)
Senior Vice President

FREDERICKSBURG, VA 22407

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

(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		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	

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.