

AMERICAN STATES WATER CO  
 Form 5  
 January 30, 2008

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GALLAGHER JAMES B**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN STATES WATER CO [AWR]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice President**

6. Individual or Joint/Group Reporting  
 (check applicable line)

15786 PISTACHIO STREET  
 (Street)

CHINO HILLS, CA 91709  
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| common                          | 03/01/2007                           | Â  | A                              | 4.8665 (1) A \$ 38.1  | 2,138.6257   | D  | Â   |
| common                          | 06/01/2007                           | Â  | A                              | 5.155 (2) A \$ 36.19  | 2,143.7807   | D  | Â   |
| common                          | 09/01/2007                           | Â  | A                              | 4.8072 (3) A \$ 39.06   | 2,148.5879   | D  | Â   |
| common                          | 12/01/2007                           | Â  | A                              | 4.8249 (4) A \$ 41.65   | 2,153.4128   | D  | Â   |
| common                          | 12/31/2007                           | Â  | A                              | A \$ 0  | 2,190.5914   | D  | Â   |

|        |            |   |   |                       |   |      |            |   |      |
|--------|------------|---|---|-----------------------|---|------|------------|---|------|
|        |            |   |   | 37.1786<br><u>(5)</u> |   |      |            |   |      |
| common | 12/31/2007 | Â | A | 68.8547<br><u>(6)</u> | A | \$ 0 | 2,806.7985 | I | 401K |

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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares                 |       |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |                  |
|--|---------------|-----------|---------|------------------|
|  | Director      | 10% Owner | Officer | Other            |
| GALLAGHER JAMES B<br>15786 PISTACHIO STREET<br>CHINO HILLS, CA 91709 | Â             | Â         | Â       | Vice President Â |

## Signatures

/s/ James B. Gallagher                      01/30/2008

\_\_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 3/1/2007 as dividend at FMV
- (2) DER units credited on 6/1/2007 as dividend at FMV
- (3) DER units credited on 9/1/2007 as dividend at FMV

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- (4) DER units credited on 12/1/07 as dividend at FMV
- (5) Updated Dividend reinvestment plan
- (6) Updated 401K holdings

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.