Edgar Filing: GEDNEY WILLIAM C - Form 4

GEDNEY W	ILLIAM C										
Form 4											
February 02,	2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL				
		DSIALE					INGE C	.OMINIISSION	OMB Number:	3235-0287	
Check thi		Washington, D.C. 20549							Expires:	January 31,	
if no long subject to		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O						NERSHIP OF	Estimated average		
Section 16.				SECURITIES					burden hours per response 0.		
Form 4 or Form 5	Form 4 or										
obligation	· ·						•	e Act of 1934,	_		
may conti	nue. Section 1			vestment	•	-		1935 or Section	n		
See Instru 1(b).	ction	50(II)) of the m	vestment	compan	ly At	101174	10			
(Print or Type R	lesponses)										
GEDNEY WILLIAM C Symbol				r Name and Ticker or Trading			ng	5. Relationship of Reporting Person(s) to Issuer			
							155401				
			AMERICAN STATES WATER CO [AWR]				er co	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	ansaction			Director		Owner	
1021 JASMINE STREET 02/02/20 (Street) 4. If Ameri				nth/Day/Year) 02/2009			_X_Officer (give titleOther (specify below) below) Vice President				
			02/02/2								
			nendment, Date Original			6. Individual or Joint/Group Filing(Check					
			onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
REDLANDS	S, CA 92374							Form filed by N Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction D	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Yea		on Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct		
(Instr. 3)	any (Month		Day/Year)	Code (Instr. 8)				Beneficially Owned	· · /	Beneficial Ownership	
		(111011111) 2 uji 1 0 u			(1101.0)				(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or	р.	(Instr. 3 and 4)			
Common				Code V			Price \$				
Shares	01/28/2009			F	129 <u>(1)</u>	D	ф 33.85	2,159.4062	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Add	ress	Relationships							
	Director	10% Owner	Officer	Other					
GEDNEY WILLIAM C									
1021 JASMINE STREET			Vice President						
REDLANDS, CA 92374									
Signatures									
/s/ William C.									
Gedney	02/02/2009								

<u>**</u>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) 299 previously reported RSU's vested on 1/28/09 of which 129 were withheld to satisfy tax withholding

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.