

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  
  
(Last) (First) (Middle)  
  
11905 TEESIDE DR  
  
(Street)  
  
FREDERICKSBURG, VA 22407  
  
(City) (State) (Zip)

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

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

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)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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)
Common Shares	06/01/2016		A	V Amount 14.1332 (1)	(A) or (D) \$ 39.83	Price 6,812.9897	D
Common Shares	09/01/2016		A	V Amount 14.5712 (2)	(A) or (D) \$ 38.85	6,827.5609	D
Common Shares	12/01/2016		A	V Amount 14.4087 (3)	(A) or (D) \$ 42.69	6,841.9696	D
Common Shares	12/30/2016		D	V Amount 440.29 (4)	(A) or (D) \$ 0	677.49	I 401k
Common Shares	12/30/2016		D	V Amount 1.7952 (5)	(A) or (D) \$ 0	6,840.1744	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.