

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | 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 | |

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| | | | | | | | |
|---------------|------------|---|-----------------|---|----------|------------|---|
| Common Shares | 01/31/2017 | A | 789 | A | \$ 0 | 7,629.1744 | D |
| Common Shares | 02/03/2017 | F | 171.6637 (6) | D | \$ 44.24 | 7,457.5107 | D |
| Common Shares | 02/03/2017 | F | 169.724 (7) | D | \$ 44.24 | 7,287.7867 | D |
| Common Shares | 02/03/2017 | F | 153.5547 (8) | D | \$ 44.24 | 7,134.232 | 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 (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 |
| Cotton, III James C 11905 TEESIDE DR FREDERICKSBURG, VA 22407 | | | Senior Vice President | |

Signatures

/s/ James C.
Cotton III

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 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.

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