

AMERICAN STATES WATER CO
 Form 4/A
 January 26, 2007

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 *
 CONWAY SUSAN L

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)
 5271 PASATIEMPO DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/26/2007

____ Director
 ___X___ Officer (give title below) Sr. Vice President
 ____ 10% Owner
 ____ Other (specify below)

YORBA LINDA, CA 92686
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/02/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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	01/02/2007		A	V 987 (1) A	\$ 0 2,122	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)

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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. 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)	
				Code	V (A) (D)	Date Exercisable	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 38.62	01/02/2007		A	5,378 (2)	(3) 01/01/2017(4)	Common	5,378 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONWAY SUSAN L 5271 PASATIEMPO DRIVE YORBA LINDA, CA 92686			Sr. Vice President	

Signatures

/s/ Susan L.
Conway 01/26/2007

**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) To correct the number of securities acquired on the original Form 4 Filing
- (2) Amended to correct the erroneous number of derivative securities acquired on original Form 4 filing.
- (3) The option vests in three annual installments of thirty-three percent, thirty-three percent, and thirty-four percent of the number of shares subject to the option beginning on January 1, 2008.
- (4) Amended to correct the erroneous expiration date reported on original Form 4 Filing.
- (5) Amended to correct the erroneous number of shares reported on original Form 4 Filing
- (6) Amended to correct the erroneous number of derivative securities reported on original Form 4 filing.

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.