

AMERICAN STATES WATER CO

Form S-8

March 16, 2006

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

American States Water Company
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

95-4676679
(I.R.S. Employer
Identification No.)

630 East Foothill Boulevard
San Dimas, California, 91773
(909) 394-3600

(Address and telephone number of principal executive offices)

American States Water Company 2000 Stock Incentive Plan (as amended)
(Full title of the plans)

Robert J. Sprowls
Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer
American States Water Company
630 East Foothill Boulevard
San Dimas, California 91773
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (909) 394-3600

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per unit(3)	Proposed maximum aggregate offering price(3)	Amount of Registration fee(3)
Common Shares, no par value,	300,000	\$35.64	\$10,692,000	\$1,144.05

(1) The Registration Statement covers, in addition to the

number of
Common Shares
stated above,
options and
other rights to
purchase or
acquire the
shares of
Common Shares
covered by the
Prospectus and,
pursuant to Rule
416(c) under the
Securities Act
of 1933, as
amended (the
Securities Act),
an additional
indeterminate
number of
shares, options
and rights which
by reason of
certain events
specified in the
American States
Water Company
2000 Stock
Incentive Plan
(as amended)
the (Plan) may
become subject
to the Plan.

- (2) Each share is
accompanied by
a Junior
Preferred Share
Purchase Right
pursuant to the
Registrant's
Amended and
Restated Rights
Agreement
dated
January 25,
1999 with
Mellon
Shareholder
Services, L.L.C.
as rights agent.

- (3) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Shares on March 15, 2006, as reported on the New York Stock Exchange composite tape and published on WSJ.com.
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American States Water Company filed with the Commission on a Registration Statement on Form S-8 relating to the Plan and the 2003 Non-Employee Directors Plan, as amended (Registration No. 333-10895), the contents of which are incorporated by reference herein.

The following exhibits are furnished with this Registration Statement:

Exhibit Number	Exhibit
3.1	Amended and Restated Articles of Incorporation of the Company, as amended (incorporated by reference to Form 10-K/A for the year ended December 31, 2003)
3.2	Bylaws (incorporated by reference to Form 8-K filed on November 2, 1998)
3.3	Rights Agreement dated August 3, 1998 between the Company and Mellon Shareholder Services L.L.C. (incorporated by reference to the Company's Form 8-A filed August 20, 1998)
4.1	American States Water Company 2000 Stock Incentive Plan, as amended January 31, 2006 (incorporated by reference to the Company's Form 10-K filed March 15, 2006)
5	Opinion of O Melveny & Myers LLP (opinion re legality)
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of O Melveny & Myers LLP (included in Exhibit 5)
24	Power of Attorney (included in this Registration Statement under "Signatures")

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Dimas, State of California, on the **15th** day of March, 2006.

AMERICAN STATES WATER COMPANY,
a California corporation

By: /s/ FLOYD E. WICKS
Floyd E. Wicks
President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Floyd E. Wicks and Robert J. Sprowls, and each of them individually, his/her true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ FLOYD E. WICKS	Director, President and Chief Executive Officer	March 15, 2006
Floyd E. Wicks	(Principal Executive Officer)	

Signature	Title	Date
/s/ ROBERT J. SPROWLS	Senior Vice President, Chief Financial Officer, Corporate Secretary and Treasurer (Principal Financial and Accounting Officer)	March 15, 2006
Robert J. Sprowls		
/s/ JAMES L. ANDERSON	Director	March 15, 2006
James L. Anderson		
/s/ N.P. DODGE, JR.	Director	March 15, 2006
N.P. Dodge, Jr.		
/s/ ANNE M. HOLLOWAY	Director	March 15, 2006
Anne M. Holloway		
/s/ ROBERT F. KATHOL	Director	March 15, 2006
Robert F. Kathol		
/s/ LLOYD E. ROSS	Director	March 15, 2006
Lloyd E. Ross		

EXHIBIT INDEX

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