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	SECURITIES AND EXCHAN	GE COMMISSION	
	Washington, D.C	. 20549	
	AMENDMENT NO. 2 TO		
	REGISTRATION ST. Under	ATEMENT	
	THE SECURITIES AC	I OF 1933	
	CALIFORNIA WATER SE		
	ame of registrant as sp		
Delaware	4941		77-0448994
(State or other jurisdiction	(Primary Standard		(I.R.S. Employer
of incorporation or organization)	Classification Co		Identification No.)
1720 North First	Street, San Jose, Calif	ornia 95112-4598 (40	8) 367-8200
	s, including ZIP code, code, of registrant's	-	
-			
	Peter C. Nel	son	
	California Water Se		
	1720 North First		
	San Jose, CA 951 (408) 367-82		
(Name, add	ress, including ZIP cod	e. and telephone num	ber.
	cluding area code, of a	-	
	Copies of communic		
	T T T	D-	
Stanley S. Taylor, 1 Nossaman, Guthner, Knox & E.			vid Ebershoff & Jaworski, L.L.P.
50 California Street, 34			ueroa Street 29th Floor
San Francisco, CA 9-	4111		ngeles, CA 90017
415-398-3600			13-892-9200
approximate date of commencement of prop	posed sale of the secur	ities to the public:	May 25, 2000
of the securities being registered of company and there is compliance with Generation of the second se	-		
If this Form is filed to register add	ditional securities f	or an offering our	r_{suant} to R_{ulle} 462(b) under the
Securities Act, check the following box effective registration statement for the	and list the Securitie	<u> </u>	
If this Form is a post-effective amend following box and list the Securities a statement for the same offering. _			
	CALCULATION OF REGIS	TRATION FEE	
		Proposed P	Proposed

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value (3)	2,210,254 Shares	Not applicable	Not applicable	\$13,163.53 (2)

(1) The number of California Water Service Group common shares, no par value ("CWSG Common Stock"), registered is based upon the number of shares of Dominguez Services Corporation common stock, one dollar (\$1) par value ("DSC Common Stock") converted into shares of CWSG Common Stock on May 25, 2000 pursuant to the Agreement and Plan of Reorganization between California Water Service Group, California Water Service Company and Dominguez Services Corporation dated as of November 13, 1998, as amended by Amendment No. 1 dated March 22, 1999 (the "Amended Merger Agreement").

- (2) Previously paid.
- (3) Associated with and attached to the common stock are preferred stock purchase rights which will not be exercisable or evidenced separately from the common stock prior to the occurrence of certain events.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

CALIFORNIA WATER SERVICE GROUP AMENDMENT NO. 2 TO REGISTRATION STATEMENT ON FORM S-4

This Post-Effective Amendment No. 2 (this "Amendment") to that certain Registration Statement on Form S-4 as amended by Amendment No. 1 (File No. 333-71367, the "Registration Statement") is being filed under the Securities Act of 1933, as amended (the "Securities Act") by California Water Service Group, a Delaware corporation (the "Company") for the purpose of removing 189,746 shares of the Company's common shares from registration under the Resistration Statement, as amended. The number of shares registered under the Registration Statement, as amended, was 2,400,000.

A total of 2,210,254 shares of the Company's common stock, \$0.01 par value ("CWSG Common Stock"), were registered and issued based upon the number of shares of Dominguez Services Corporation common stock, one dollar (\$1) par value ("DSC Common Stock") actually converted into shares of CWSG Common Stock on the day of Closing, May 25, 2000, pursuant to the Agreement and Plan of Reorganization between California Water Service Group, California Water Service Company and Dominguez Services Corporation dated as of November 13, 1998, as amended by Amendment No. 1 dated March 22, 1999 (the "Amended Merger Agreement").

Under the terms of the Amended Merger Agreement, the Company agreed to exchange between 1.25 and 1.49 shares of CWSG Common Stock for each share of DSC Common Stock based upon the average closing price per share of CWSG Common Stock for twenty consecutive trading days prior to the fifth trading day before the Closing. The final exchange ratio was 1.38 shares of CWSG Common Stock for each share of DSC Common Stock. The number of shares registered is 2,210,254. The total number of shares of DSC Common Stock converted to CWSG Common Stock was 1,601,679 which represents the number of shares of DSC Common Stock outstanding on May 25, 2000. Fractional interests in the shares of DSC Common Stock were paid in cash.

The Company expressly adopts and ratifies the Registration Statement, as amended, for all purposes of the Securities Act and the Exchange Act.

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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-4 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on September 20, 2000.

CALIFORNIA WATER SERVICE GROUP

By:

Peter C. Nelson President and Chief Executive Officer and Director

POWER OF ATTORNEY

Group, hereby severally constitute and appoint Peter C. Nelson and Gerald F. Feeney, and each of them singly, our true and lawful attorneys and agents, with the full power of substitution to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Post-Effective Amendment No. 2 to Registration Statement on Form S-4 filed herewith and any and all post effective amendments to said Registration Statement for the same offering that may be filed under Rule 462(b) under the Securities Act of 1933, as amended, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable California Water Service Group to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities as they may be signed by our said attorneys or any of them, to said Registration Statements thereto. <TABLE>

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the dates indicated. <CAPTION>

SIGNATURE	TITLE	DATE	
<s></s>	<c></c>	<c></c>	
/s/ Peter C. Nelson	President and Chief Executive Officer (Principal Executive	September 20, 2000	
Peter C. Nelson	Officer) and Director		
/s/ Gerald F. Feeney	Vice President, Chief Financial Officer and Treasurer (Principal	September 20, 2000	
Gerald F. Feeney	Financial Officer)		
/s/ Robert W. Foy	Chairman of the Board of Directors	September 20, 2000	
Robert W. Foy			
/s/ Edward D. Harris, Jr., M.D.	Director	September 20, 2000	
Edward D. Harris, Jr., M.D.			

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/s/ Robert K. Jaedicke	Director	September 20, 2000
Robert K. Jaedicke		
/s/ Richard P. Magnuson	Director	September 20, 2000
Richard P. Magnuson		
/s/ Linda R. Meier	Director	September 20, 2000
Linda R. Meier		
/s/ C. H. Stump	Director	September 20, 2000
C. H. Stump		
/s/ George A. Vera	Director	September 20, 2000
George A. Vera		

</TABLE>

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