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OMB APPROVAL  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K  
Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 24, 2004

California Water Service Group  
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(Exact name of registrant as specified in its charter)

Delaware ----- (State or Other Jurisdiction of Incorporation)	1-13883 ----- (Commission File No.)	77-0448994 ----- (IRS. Employer Identification No.)
1720 North First Street, San Jose, California ----- (Address of registrant's principal executive office)		95112 ----- (Zip Code)

408/367-8200  
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(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

Item 5. Other Events.

On June 24, 2004, the registrant entered into a terms agreement with A.G. Edwards & Sons, Inc., Janney Montgomery Scott LLC, Stifel, Nicolaus & Company, Incorporated, and J.J.B. Hilliard, W.L. Lyons, Inc. for the sale of 1,250,000 shares of the registrant's common stock, par value \$0.01 per share, and providing for a 15% over-allotment option.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

The Exhibit Index on page E-1 of this Report is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2004

California Water Service Group

By: /s/Richard D. Nye  
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Richard D. Nye  
Vice President, Chief Financial  
Officer and Treasurer

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Exhibit Index

Exhibit	Description
1.1	Form of Underwriting Agreement dated August 3, 2003 (incorporated by reference to Exhibit 1.1 to the registrant's Current Report on Form 8-K dated August 4, 2003)
1.2	Terms Agreement between California Water Service Group and A.G. Edwards & Sons, Inc., Janney Montgomery Scott LLC, Stifel, Nicolaus & Company, Incorporated, and J.J.B. Hilliard, W.L. Lyons, Inc. relating to the sale of 1,250,000 shares of the registrant's common stock, par value \$0.01 per share, plus a 15% over-allotment option
5	Opinion of Bingham McCutchen LLP
23	Consent of Bingham McCutchen LLP (included in Exhibit 5)

E-1

CALIFORNIA WATER SERVICE GROUP ("COMPANY")

COMMON STOCK

TERMS AGREEMENT

June 24, 2004

To: The Underwriters identified herein

Dear Sirs:

The undersigned agrees to sell to the several Underwriters named in Schedule A hereto for their respective accounts, on and subject to the terms and conditions of the Underwriting Agreement dated as of August 4, 2003 ("Underwriting Agreement"), the following securities ("Offered Securities") on the following terms:

Title: Common Stock.

Number of Shares: 1,250,000 (the "Firm Shares").

Listing: New York Stock Exchange.

Purchase Price: \$26.23 per share.

Initial Reoffering Price: \$27.25 per share, subject to change by the Representative.

Closing: 10 A.M. on June 29, 2004 (the "First Closing Date"), at Chapman and Cutler LLP, Chicago, Illinois, in Federal (same day) funds. The respective numbers of shares of the Offered Securities to be purchased by each of the several Underwriters are set forth opposite their names in Schedule A hereto.

Blackout: Until 60 days after the date of the Prospectus Supplement. Each of the executive officers and directors of the Company have executed a Lock-up Letter Agreement dated June 24, 2004 containing similar restrictions.

Name and Address of the Representative: A.G. Edwards & Sons, Inc.  
One North Jefferson  
St. Louis, Missouri 63103

Over-allotment Option: In addition, on the basis of the representations, warranties and agreements contained in the Underwriting Agreement, and subject to the terms and conditions therein, the Company hereby grants an option to the several Underwriters to purchase, severally and not jointly, up to an aggregate of 187,500 Additional Shares, at the same purchase price per share to be paid for the Firm Shares, for use solely in covering any over-allotments made by the Underwriters in the sale and distribution of the Firm Shares. The option granted hereunder may be exercised at any time and from time to time within 30 days after the date of this Agreement upon notice by the Representative to the Company setting forth the aggregate number of Additional Shares as to which the Underwriters are exercising the option, the names and denominations in which the certificates for such shares are to be registered and the time and place at which such certificates will be delivered. Such time of delivery (which may not be earlier than the First Closing Date, being herein referred to as a "Subsequent Closing Date") shall be determined by the Representative, but if at any time other than the First Closing Date, shall not be earlier than three nor later than 10 full business days after delivery of such notice of exercise. The number of Additional Shares to be purchased by each Underwriter shall be determined by multiplying the number of Additional Shares to be sold by a fraction,

the numerator of which is the number of Firm Shares to be purchased by such Underwriter as set forth opposite its name in Schedule A and the denominator of which is the total number of Firm Shares (subject to such adjustments to eliminate any fractional share purchases as the Representative in its absolute discretion may make). The manner of payment for and delivery of the Additional Shares shall be the same as for the Firm Shares. All conditions in Section 3 of the Underwriting Agreement applicable to the purchase of the Offered Securities on the First Closing Date shall be applicable to any Subsequent Closing Date.

The provisions of the Underwriting Agreement are incorporated herein by reference.

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The Offered Securities will be made available for checking and packaging at the office of Chapman and Cutler LLP at least 24 hours prior to the Closing Date.

For purposes of Section 6 of the Underwriting Agreement, the only information furnished to the Company by any Underwriter for use in the Prospectus consists of the following information in the Prospectus furnished on behalf of each Underwriter: the concession and reallowance figures appearing in the sixth paragraph under the caption "Underwriting" in the prospectus supplement and the information regarding stabilization and over-allotment transactions, syndicate covering transactions and penalty bids appearing in the tenth paragraph under the caption "Underwriting" in the prospectus supplement.

If the foregoing is in accordance with your understanding of our agreement, kindly sign and return to the Company one of the counterparts hereof, whereupon it will become a binding agreement between the Company and the several Underwriters in accordance with its terms.

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Very truly yours,

CALIFORNIA WATER SERVICE GROUP

By /s/ Richard D. Nye

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Its: C.F.O.  
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The foregoing Terms Agreement is hereby confirmed and accepted as of the date first above written.

A.G. EDWARDS & SONS, INC.

By /s/ Michael L. Essex

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Its: Sr. Vice President, Director of Syndicate  
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JANNEY MONTGOMERY SCOTT LLC

By /s/ William L. Runon-Miller

-----  
Its: Senior Vice President, Director of Investment Banking  
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STIFEL, NICOLAUS & COMPANY, INCORPORATED

By /s/ T. Richard Kendrick

-----  
Its: Senior Managing Director  
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J.J.B. HILLARD, W.L. LYONS, INC.

By /s/ L. Shawn Breskow  
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Its: Vice President  
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SCHEDULE A

UNDERWRITER	NUMBER OF SHARES
A.G. Edwards & Sons, Inc.....	625,000
Janney Montgomery Scott LLC.....	250,000
Stifel, Nicolaus & Company, Incorporated.....	250,000
J.J.B. Hilliard, W.L. Lyons, Inc.....	125,000
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Total.....	1,250,000
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June 24, 2004

Via Facsimile

California Water Service Group  
1720 North First Street  
San Jose, CA 95112

Public Offering of Common Stock by California Water Service Group

Ladies and Gentlemen:

We have acted as counsel for California Water Service Group, a Delaware corporation (the "Company"), in connection with the issuance and sale of 1,250,000 shares of common stock of the Company (the "Shares") in a public offering pursuant to a shelf Registration Statement on Form S-3 (Registration No. 333-103721) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 11, 2003 and declared effective by the Commission on July 11, 2003; and pursuant to the Prospectus Supplement dated June 24, 2004 (the "Prospectus Supplement") filed with the Commission relating to the issuance and sale of the Shares; and pursuant to the Underwriting Agreement dated August 4, 2003 and the Terms Agreement dated June 24, 2004 (the "Underwriting Agreement") between the Company and A.G. Edwards & Sons, Inc. acting on behalf of themselves and as the representatives of the several underwriters named in such Underwriting Agreement.

As counsel to the Company, we have reviewed the corporate proceedings taken by the Company with respect to the authorization of the issuance of the Shares. We have also examined and relied upon such corporate records, documents, agreements or other instruments of the Company as we have deemed necessary or advisable for purposes of this opinion. As to all matters of fact (including factual conclusions and characterizations and descriptions of purpose, intention or other state of mind) we have entirely relied upon certificates of officers of the Company, and have assumed, without independent inquiry, the accuracy of those certificates.

California Water Service Group  
June 24, 2004  
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In rendering the opinions hereinafter expressed, we have examined and relied upon originals or copies of such documents and instruments as we have deemed appropriate, including the following documents and instruments:

- A. The Certificate of Incorporation of the Company, certified by the Delaware Secretary of State on June 15, 2004.
- B. The Certificate of Good Standing of the Company, issued by the Delaware Secretary of State on June 15, 2004.
- C. The By-Laws of the Company, certified by the Secretary of the Company on June 24, 2004.
- D. Records of proceedings and actions of the Board of Directors of the Company on February 26, 2003 and May 26, 2004 and of the Finance Committee of the Board of Directors of the Company on June 23, 2004 (the "Resolutions").

We have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing a document.

This opinion is limited solely to the General Corporation Law of the State of Delaware as applied by courts located in Delaware, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

We express no opinion as to the effect of events occurring, circumstances arising, or changes of law becoming effective or occurring, after the date hereof on the matters addressed in this opinion letter, and we assume no responsibility to inform you of additional or changed facts, or changes in law, of which we may become aware.

Subject to the foregoing, it is our opinion that the Shares have been duly

authorized by the Company's Board of Directors and the Finance Committee thereof, and, upon issuance of the Shares in accordance with the Resolutions and for the consideration recited therein, will be validly issued, fully paid and nonassessable.

California Water Service Group  
June 24, 2004  
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We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be filed by you and incorporated into the Registration Statement, and to the reference to this firm under the heading "Legal Matters" in the Prospectus Supplement. In rendering this opinion and giving this consent, we do not admit that we are an "expert" within the meaning of Section 7 of the Securities Act and the Rules of the Commission thereunder.

Very truly yours,

/s/ Bingham McCutchen LLP  
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BINGHAM McCUTCHEN LLP

cc: Richard D. Nye  
Vice President, Chief Financial Officer  
and Treasurer  
California Water Service Group