

American Water Works Company, Inc.
 Form 4
 February 24, 2014

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 *
 Varley William M

2. Issuer Name and Ticker or Trading Symbol
 American Water Works Company, Inc. [AWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1025 LAUREL OAK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, NE Div. & Pres. NJ American

VOORHEES, NJ 08043

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/01/2014		F	40	D \$ 42.26	562	D
Common Stock ⁽¹⁾	02/20/2014		A	817	A \$ 0	1,379	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock Unit	(2)	02/20/2014		A	1,153	(2) 12/31/2016(3)	Common Stock	1,153
Employee Stock Option (right to buy)	\$ 44.06	02/20/2014		A	6,716	(5) 12/31/2020	Common Stock	6,716

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Varley William M 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP,NE Div. & Pres. NJ American	

Signatures

/s/ Thomas Wyatt by Power of Attorney previously filed 02/24/2014

**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) The shares indicated constitute restricted stock units that settle in common stock on a one share per unit basis. The restricted stock units vest in three equal installments on January 1, 2015, 2016 and 2017.

Each performance stock unit represents a contingent right to receive one share of common stock of American Water Works Company, Inc. (the "Company"). The actual number of performance stock units that may be earned will be based on the Company's total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over the three-year performance period beginning on January 1, 2014 and ending December 31, 2016. The number of performance stock units shown in column 5 is equal to the target number of performance stock units that may be earned.

(3) Represents the end of the performance period to which the performance stock units relate.

(4) In previous Form 4s derivative securities with different attributes were erroneously aggregated and reported as one class. In accordance with interpretations of the staff of the Securities and Exchange Commission, derivatives with different attributes should be reported as different classes of derivatives. Based on these staff interpretations, the newly granted derivative securities are reported herein without

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aggregation.

(5) The options vest in three equal installments on January 1, 2015, 2016 and 2017.

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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