

American Water Works Company, Inc.

Form 4

March 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sgro Michael A

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)
02/27/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, General Counsel, Secretary

VORHEES, NJ 08043

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2015		M		1,391	A	\$ 34.12
Common Stock	02/27/2015		S		1,391	D	\$ 53.96
Common Stock	02/27/2015		M		742	A	\$ 39.45
Common Stock	02/27/2015		S		742	D	\$ 53.96
Common Stock	02/27/2015		M		584	A	\$ 44.06

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Common Stock	02/27/2015	S	584	D	\$ 53.96	3,006	D
Common Stock	02/27/2015	S	609	D	\$ 53.97	2,397	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)

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 Securities (Instr. 3 and 4)		8	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.12	02/27/2015		M		1,391		<u>(1)</u>	12/31/2018	Common Stock	1,391
Employee Stock Option (right to buy)	\$ 39.45	02/27/2015		M		742		<u>(3)</u>	12/31/2019	Common Stock	742
Employee Stock Option (right to buy)	\$ 44.06	02/27/2015		M		584		<u>(5)</u>	12/31/2020	Common Stock	584

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Sgro Michael A
1025 LAUREL OAK ROAD
VORHEES, NJ 08043

SVP, General Counsel, Secretary

Signatures

/s/ Steven Robbins by Power of Attorney previous
filed

03/03/2015

__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 option award granted on February 23, 2012, representing a right to purchase 4,171 shares, vested in three equal installments on January 1, 2013, 2014 and 2015.
- (2) 2,780 shares of this option award were previously exercised and reported.
- (3) The option award granted on February 21, 2013, representing a right to purchase 2,225 shares, vests in three equal installments on January 1, 2014, 2015 and 2016.
- (4) 741 shares of this option award were previously exercised and reported.
- (5) The option award granted on February 20, 2014, representing a right to purchase 2,522 shares, vests in three equal installments on January 1, 2015, 2016 and 2017.
- (6) Includes 11 shares purchased under the American Water Works Company, Inc.'s Nonqualified Employee Stock Purchase Plan.

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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