

Sullivan Linda G  
Form 4  
January 29, 2018

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sullivan Linda G

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)  
01/25/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP and CFO

VOORHEES, 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)
Common Stock	01/25/2018		M	4,947 A \$ 0	25,428	D	
Common Stock	01/25/2018		A	3,747 (1) A \$ 0	29,175	D	
Common Stock	01/25/2018		F	2,979 D \$ 84.53	26,196	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)

number.

**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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Units	(2)	01/25/2018		A	2,121 (3)	(2) 12/31/2017(4)	Common Stock
Performance Stock Units	(2)	01/25/2018		M	4,947 (5)	(2) 12/31/2017(4)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Linda G 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP and CFO	

## Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Linda G.  
Sullivan 01/29/2018

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).

Represents shares vested pursuant to an award of performance stock units (PSUs) granted in February 2015 under the American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan"). This award vested on January 25, 2018. PSUs are settled solely by the delivery of one share of common stock per PSU (and may not be settled in cash).

(2) Each PSU represented a contingent right to receive one share of Company common stock, based in part on the Company's annual relative total stockholder return over a three-year performance period, beginning on January 1, 2015 and ending December 31, 2017.

(3) Represents the above-target earned portion of the TSR performance stock unit. In 2015, the Company granted 2,826 PSUs under the Plan, equal to the number of shares to be received if target performance was achieved.

(4) Represents the end of the performance period to which the PSUs relate. This award vested on January 25, 2018.

(5) Represents the earned portion of the TSR performance stock units, including target units granted in 2015 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.

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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