American Water Works Company, Inc. Form 4

January 27, 2	2014									
								OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287	
Check this box							Expires:	January 31,		
if no longer subject to Section 16. Form 4 or							Expires: 2005 Estimated average burden hours per response 0.5			
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17(a	suant to Sectior a) of the Public 30(h) of the	Utility Hole	ding Cor	npan	y Act of	f 1935 or Sectio	n		
(Print or Type ]	Responses)									
ROGERS WILLIAM D Sy An			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			American Water Works Company, Inc. [AWK]				(Check all applicable)			
			of Earliest Transaction n/Day/Year) /2014				Director 10% Owner X Officer (give title Other (specify below) Vice President and Treasurer			
			If Amendment, Date Original led(Month/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
VOORHEE	CS, NJ 08043						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip) Ta	able I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership7. Nature ofForm: DirectIndirect(D) orBeneficialIndirect (I)Ownership(Instr. 4)(Instr. 4)		
G			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/22/2014		М	2,015	А	\$0	2,684	D		
Common Stock	01/22/2014		А	2,311	А	\$ 0	4,995	D		
Common Stock	01/22/2014		F	1,582	D	\$ 42.11	3,413	D		

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

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#### Edgar Filing: American Water Works Company, Inc. - Form 4

#### 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. Transacti Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shai
Performance Stock Units	<u>(1)</u>	01/22/2014		А	863 (2)		(1)	12/31/2013 <u>(4)</u>	Common Stock	8
Performance Stock Units	<u>(1)</u>	01/22/2014		М		2,015 (3)	<u>(1)</u>	12/31/2013 <u>(4)</u>	Common Stock	2,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
ROGERS WILLIAM D			Vice					
1025 LAUREL OAK ROAD			President and					
VOORHEES, NJ 08043			Treasurer					
Signatures								
/s/ Thomas Wyatt by Power of Atte filed	orney previo	usly	01/27/2014					
<u>**</u> Signature of Reporting Pers	son		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).
- Each performance stock unit represented a contingent right to receive one share of common stock of American Water Works Company,
   (1) Inc. (the "Company"), based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over a three-year performance period, beginning on January 1, 2011 and ending December 31, 2013.
- (2) Represents the above-target earned portion of the TSR performance stock unit. In 2011, the Company granted 1,152 performance stock units, equal to the number of shares to be received if target performance was achieved.
- (3) Represents the earned portion of the TSR performance stock units, including target units granted in 2011 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.
- (4) Represents the end of the performance period to which the performance stock units relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

### **Reporting Owners**