American Water Works Company, Inc. Form 4 January 27, 2014

Common

Stock

01/22/2014

January 27, 2	2014									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB AF OMB Number:	PROVAL 3235-0287		
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (SECURITIESSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (SECURITIESForm 4 or Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 Section 17(a) of the Public Utility Holding Company Act of 1935 or Se 						e Act of 1934, 1935 or Section	Expires: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type]	Responses)									
1. Name and Address of Reporting Person <u>*</u> Strauss Mark F.			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) 01/22/2014					Director X Officer (give below) SVP,Corp S		Owner er (specify Develop
			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		
VOORHEE	S, NJ 08043							Form filed by M Person	Iore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	01/22/2014			М	3,100	А	\$0	21,595	D	
Common Stock	01/22/2014			А	3,555	А	\$0	25,150	D	

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

F

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D

22,777

\$ 42.11

2,373 D

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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. Transactic Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Seci
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of Sl
Performance Stock Units	(1)	01/22/2014		А	1,328 (2)		(1)	12/31/2013(4)	Common Stock	
Performance Stock Units	<u>(1)</u>	01/22/2014		М		3,100 (3)	<u>(1)</u>	12/31/2013 <u>(4)</u>	Common Stock	1.1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Strauss Mark F. 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP,Corp Strategy&Bus. Develop				
Signatures							
/s/ Thomas Wyatt by Power of Att	corney previo	ously	01/27/2014				

filed

**Signature of Reporting Person

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.

Date

- Represents the above-target earned portion of the TSR performance stock unit. In 2011, the Company granted 1,772 performance stock (2)units, equal to the number of shares to be received if target performance was achieved.
- Represents the earned portion of the TSR performance stock units, including target units granted in 2011 and above-target units earned (3) 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.