

American Water Works Company, Inc.  
 Form 4  
 March 17, 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 \*  
 Lynch Walter

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)  
 03/13/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Regulated Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/13/2014                           |  | M                              |   | 10,000 A \$ 20.7  | 68,644   | D                                 |
| Common Stock                    | 03/13/2014                           |  | S                              |   | 10,000 D \$ 44.75   | 58,644   | D                                 |
| Common Stock                    | 03/14/2014                           |  | M                              |   | 5,000 A \$ 20.7   | 63,644   | D                                 |
| Common Stock                    | 03/14/2014                           |  | S                              |   | 5,000 D \$ 45.55  | 58,644   | D                                 |

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

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(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)<br>(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 20.7  | 03/13/2014                           |  | M                              | 10,000   | <u>(1)</u> 12/31/2015                                    | Common Stock  | 10,000                     |
| Employee Stock Option (right to buy)       | \$ 20.7  | 03/14/2014                           |  | M                              | 5,000  | <u>(1)</u> 12/31/2015                                    | Common Stock  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| Lynch Walter<br>1025 LAUREL OAK ROAD<br>VOORHEES, NJ 08043 |               |           | President, Regulated<br>Operations |       |

## Signatures

/s/ Thomas Wyatt by Power of Attorney previously filed 03/17/2014

\_\_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 option award granted on February 20, 2009, representing a right to purchase 65,414 shares, vested in three equal installments on January 1, 2010, 2011 and 2012.

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(2) 35,000 shares of this option award were previously exercised and reported.

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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