

American Water Works Company, Inc.  
Form 8-K  
November 19, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 17, 2009

**American Water Works Company, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-34028

Delaware  
(State or other jurisdiction)

51-0063696  
(IRS Employer)

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of incorporation)

Identification No.)

1025 Laurel Oak Road

Voorhees, NJ 08043

(Address of principal executive offices, including zip code)

(856) 346-8200

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  
- .. **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  
- .. **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  
- .. **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 8.01. Other Events.**

On November 17, 2009, American Water Works Company, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated., as representatives of the several underwriters, pursuant to which RWE Aqua Holdings GmbH, a limited liability company organized under the laws of the federal republic of Germany (the Selling Stockholder ) agreed to sell 37,351,617 shares (the Firm Shares ) of the Company s common stock, par value \$0.01 per share (the Common Stock ) at a public offering price of \$21.63 per share in an underwritten public offering (the Offering ). The Company will not receive any proceeds from the sale of shares sold in this offering. Pursuant to the Underwriting Agreement, the Company and its officers and directors agreed to a 90-day lock-up period with respect to sales of specified securities, and the Selling Stockholder agreed to a 45-day lock-up period with respect to sales of specified securities, in each case, subject to certain exceptions. The Underwriting Agreement is included as Exhibit 1.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit	Description
1.1	Underwriting Agreement, dated November 17, 2009, among American Water Works Company, Inc., RWE Aqua Holdings GmbH, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 18, 2009

AMERICAN WATER WORKS COMPANY, INC.

By: /s/ Ellen C. Wolf  
Ellen C. Wolf  
Senior Vice President and Chief Financial Officer