

American Water Works Company, Inc.  
 Form 4  
 November 12, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 11/09/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and COO, Reg. Ops.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2015		M		10,000	A	\$ 22.26
Common Stock	11/09/2015		S		10,000	D	\$ 55.5
Common Stock	11/10/2015		M		10,000	A	\$ 22.26
Common Stock	11/10/2015		S		10,000	D	\$ 56
Common Stock	11/11/2015		M		10,000	A	\$ 22.26

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Common Stock    11/11/2015    S    10,000    D    \$ 57    72,458    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)

**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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable    Expiration Date	Title    Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.26	11/09/2015		M	10,000	<u>(2)</u> 12/31/2016	Common Stock    10,000
Employee Stock Option (right to buy)	\$ 22.26	11/10/2015		M	10,000	<u>(2)</u> 12/31/2016	Common Stock    10,000
Employee Stock Option (right to buy)	\$ 22.26	11/11/2015		M	10,000	<u>(2)</u> 12/31/2016	Common Stock    10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Walter 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			President and COO, Reg. Ops.	

## Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Walter J.  
Lynch

11/12/2015

\_\_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) Includes 117 shares purchased on or after August 25, 2015 under the American Water Works Company, Inc. Employee Stock Purchase Plan.
- (2) The option award granted on February 26, 2010, representing a right to purchase in the aggregate 62,703 shares, vested in three equal installments on January 1, 2011, 2012 and 2013.
- (3) 40,000 shares underlying this stock option 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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