

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

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)
 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

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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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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