

American Water Works Company, Inc.

Form 4

November 23, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
11/20/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____X____ 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)
Common Stock	11/20/2015		M	2,703 A	\$ 22.26 75,585 ⁽¹⁾	D	
Common Stock	11/20/2015		S	2,703 D	\$ 57.5 72,882	D	
Common Stock	11/20/2015		M	7,297 A	\$ 27.08 80,179	D	
Common Stock	11/20/2015		S	7,297 D	\$ 57.5 72,882	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) (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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.26	11/20/2015		M	2,703	<u>(2)</u> 12/31/2016	Common Stock	2,703
Employee Stock Option (right to buy)	\$ 27.08	11/20/2015		M	7,297	<u>(4)</u> 12/31/2017	Common Stock	7,297

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 11/23/2015

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 424 previously unreported shares acquired 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) 60,000 shares underlying this stock option were previously exercised and reported.
- (4) The option award granted on February 24, 2011 and representing a right to purchase 55,292 shares, vested in three equal installments on January 1, 2012, 2013 and 2014.

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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