

American Water Works Company, Inc.

Form 4

March 07, 2016

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 *
Sgro Michael A

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)
03/04/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, General Counsel, Secretary

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	03/04/2016		M	742 A	\$ 39.45 4,618	D	
Common Stock	03/04/2016		S	742 D	\$ 67.5 3,876	D	
Common Stock	03/04/2016		M	1,097 A	\$ 44.06 4,973	D	
Common Stock	03/04/2016		S	1,097 D	\$ 67.5 3,876	D	
Common Stock	03/04/2016		S	1,169 D	\$ 67.44 2,707	D	

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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)	\$ 39.45	03/04/2016		M	742	<u>(1)</u> 12/31/2019	Common Stock	742
Employee Stock Option (right to buy)	\$ 44.06	03/04/2016		M	1,097	<u>(3)</u> 12/31/2020	Common Stock	1,097

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sgro Michael A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP, General Counsel, Secretary	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Michael A.
Sgro

03/07/2016

____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 21, 2013, representing a right to purchase 2,225 shares, vested in three equal installments on January 1, 2014, 2015 and 2016.
- (2) Prior exercises of 1,483 shares underlying this option were previously reported.
- (3) The option award granted on February 20, 2014, representing a right to purchase 2,522 shares, vests in three equal installments on January 1, 2015, 2016 and 2017.
- (4) A prior exercise of 584 shares underlying this option was previously 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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