American Water Works Company, Inc. Form 4 January 27, 2017

FORM 4 UNITED STATES SECURITES AND EXCLOSURATION Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL Windber: 2025-0287 2005 Estimated average by and 2005 Section 16. Check this low if no longer section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). State of Lange Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 16(b). State of Lange Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b). State Name and Ticker or Trading Symbol American Water Works Company, Inc. [AWK] State of Earliest Transaction 18. State of Earliest Transaction 18. State of Lange Section 19. (Last) (Fins) (Middle) 3. Date of Earliest Transaction Field Month/DayYear) State of Earliest Transaction 17. Check all applicable (Last) (Street) 4. If Amendment, Date Original Field Month/DayYear) State of Earliest Transaction 17. State of Earliest Transaction 17. Officer (gree tilte) 06. Owner Work (beerling Person (Trill of State) (State) (Zap) Table I - Non-Dertwice Securities Securities Securities (Nonth/DayYear) State of Earliest Transaction 10. Owner Hun One Reporting Person (Mast) (Zap) State of Earliest Transaction (Nonth/DayYear) State of Earliest Transaction (Nonth/DayYear) State of Earliest Tr	January 27, 2	2017								
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		01/25/2017	А	6,674 A	\$0	98,853	D			
		01/25/2017	F	6,335 D	\$ 71.72	92,518	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control

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number.

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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitie Acquiree Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of Sl
Performance Stock Units	(1)	01/25/2017		А	3,677 (2)		(1)	12/31/2016 <u>(3)</u>	Common Stock	
Performance Stock Units	<u>(1)</u>	01/25/2017		М		8,578 (4)	<u>(1)</u>	12/31/2016 <u>(3)</u>	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships					
, e	Director	10% Owner	Officer	Other		
Lynch Walter 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP and COO			
Signatures						

/s/ Jeffrey M. Taylor, as attorney-in-fact for Walter J. 01/27/2017 Lynch

**Signature of Reporting Person

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).
- Each performance stock unit represented a contingent right to receive one share of common stock of American Water Works Company,(1) Inc. (the "Company"), based on the Company's annual relative total stockholder return over a three-year performance period, beginning on January 1, 2014 and ending December 31, 2016.

Date

- (2) Represents the above-target earned portion of the TSR performance stock unit. In 2014, the Company granted 4,901 performance stock units, equal to the number of shares to be received if target performance was achieved.
- (3) Represents the end of the performance period to which the performance stock units relate.
- (4) Represents the earned portion of the TSR performance stock units, including target units granted in 2014 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.