

American Water Works Company, Inc.

Form 4

January 27, 2014

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lynch Walter

(Last) (First) (Middle)

1025 LAUREL OAK ROAD

(Street)

VOORHEES, NJ 08043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
American Water Works Company,  
Inc. [AWK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President, Regulated Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 01/22/2014                              |                                                             | M                                    | 11,084 A                                                                | \$ 0 51,386                                                                                                        | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/22/2014                              |                                                             | A                                    | 12,710 A                                                                | \$ 0 64,096                                                                                                        | D                                                                    |                                                                                |
| Common<br>Stock                       | 01/22/2014                              |                                                             | F                                    | 8,426 D                                                                 | \$ 42.11 55,670                                                                                                    | 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  
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SEC 1474  
(9-02)

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. 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                             |
| Performance Stock Units                    | (1)                                                    | 01/22/2014                           |                                                    | A                              | 4,750 (2)                                                                               | (1) 12/31/2013(4)                                        | Common Stock                                      |
| Performance Stock Units                    | (1)                                                    | 01/22/2014                           |                                                    | M                              | 11,084 (3)                                                                              | (1) 12/31/2013(4)                                        | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                 |       |
|------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                         | Other |
| Lynch Walter<br>1025 LAUREL OAK ROAD<br>VOORHEES, NJ 08043 |               |           | President, Regulated Operations |       |

## Signatures

/s/ Thomas Wyatt by Power of Attorney previously filed

01/27/2014

\*\*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).

- Each performance stock unit represented a contingent right to receive one share of common stock of American Water Works Company, Inc. (the "Company"), based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over a three-year performance period, beginning on January 1, 2011 and ending December 31, 2013.
- (1) Represents the above-target earned portion of the TSR performance stock unit. In 2011, the Company granted 6,334 performance stock units, equal to the number of shares to be received if target performance was achieved.
- (2) Represents the earned portion of the TSR performance stock units, including target units granted in 2011 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.
- (3) Represents the end of the performance period to which the performance stock units relate.

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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