American Water Works Company, Inc. Form 4 March 05, 2014

March 05, 2	014									
FORM								OMB AF	PROVAL	
	UNITED ST		shington.			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger o STATEME 16. or	NT OF CHAN	ANGES IN BENEFICIAL OWNERSH SECURITIES					Expires: Estimated a burden hour response		
obligation may con <i>See</i> Instr 1(b).	tinue. vuction	ant to Section 1 of the Public U 30(h) of the In	tility Hole	ding Con	ipany	Act of	1935 or Section	1		
(Thit of Type	(csponses)									
Rowe Nick Orlando Symbol			er Name and Ticker or Trading can Water Works Company,				5. Relationship of Reporting Person(s) to Issuer			
	WK]				(Check all applicable)					
(Month/D			of Earliest Transaction n/Day/Year)				Director 10% Owner Officer (give title Other (specify below) below)			
1025 LAUI	.014				SVP, Central Division					
VOORHEE	(Street) ES, NJ 08043		endment, Da onth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	rson	
(City)	(State) (Zij	²⁾ Tab	le I - Non-I	Derivative S	Securi	ities Aca	uired, Disposed of	or Beneficial	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2. (Month/Day/Year) E an (N	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/03/2014		М	5,292	А	\$ 27.08	27,769	D		
Common Stock	03/03/2014		М	9,165	А	\$ 34.12	36,934	D		
Common Stock	03/03/2014		М	2,415	А	\$ 39.45	39,349	D		
Common Stock	03/03/2014		S	16,872	D	\$ 44.15	22,477	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 required to respond unless the form displays a currently valid OMB control 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. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date rities (Month/Day/Year) hired or osed of r. 3, 4,		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)	\$ 27.08	03/03/2014		М	5,292	<u>(1)</u>	12/31/2017	Common Stock	5,292
Employee Stock Option (right to buy)	\$ 34.12	03/03/2014		М	9,165	(2)	12/31/2018	Common Stock	9,165
Employee Stock Option (right to buy)	\$ 39.45	03/03/2014		М	2,415	<u>(3)</u>	12/31/2019	Common Stock	2,415

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rowe Nick Orlando 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP, Central Division				

8 I S ()

Signatures

/s/ Thomas Wyatt by Power of Attorney previously filed

03/05/2014

**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).
- The option award granted on February 24, 2011, representing a right to purchase 15,875 shares, vested in three equal installments on (1)January 1, 2012, 2013 and 2014.
- The option award granted on February 23, 2012, representing a right to purchase 13,748 shares, vests in three equal installments on (2)January 1, 2013, 2014 and 2015.
- The option award granted on February 21, 2013, representing a right to purchase 7,246 shares, vests in three equal installments on (3) January 1, 2014, 2015 and 2016.
- (4) 10,583 shares of this option award 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. 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.