AMERICAN WATER WORKS CO INC
Form 4
November 20, 2002

# FORM 4

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

OMB APPROVAL

_ 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

| | | | |
|---|---|---|---|
| 1. Name and Address of Reporting Person*<br><br>**Pohl W. Timothy** | 2. Issuer Name **and** Ticker or Trading Symbol<br>**American Water Works Company, Inc. - AWK** | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>__ Director _ 10% Owner<br>X Officer (give title below) _ Other (specify below)<br><br>**General Counsel and Secretary** |
| (Last) (First) (Middle)<br><br>**1025 Laurel Oak Road** | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)<br><br>**400-76-6994** | 4. Statement for Month/Day/Year<br>**11/19/02** | |
| (Street)<br><br>**Voorhees, NJ 08043** | | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>__ 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| **Common** | | | | | | | | **14,466.3884** | **D** | |
| **Common** | | | | | | | | **1233.2184**(1) | **I** | **By 401(k)** |
| **Common** | | | | | | | | **5472.8232**(2) | **I** | **By ESOP** |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**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**

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|---|---|---|---|---|---|---|---|---|---|---|---|

| Security<br>(Instr. 3) | Exercise Price of Derivative Security | Date<br>(Month/ Day/ Year) | Execution Date, if any<br>(Month/ Day/ Year) | action Code<br>(Instr. 8) | | of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 & 5) | | Date<br>(Month/Day/ Year) | | Underlying Securities<br>(Instr. 3 & 4) | | Security<br>(Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | Beneficial Ownership<br>(Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | | | | |
| **Deferred Stock** | [(3)](#) | **11/18/02** | | **A** [(4)](#) | | **26.68** | | | | **Common Stock** | **26.68** | **$44.48** | **4872.099** [(5)](#) | | |

Explanation of Responses:

(1) Total has been adjusted to reflect shares acquired during 2002 through the Company's 401(k) Plan.
(2) Total has been adjusted to reflect shares acquired during 2002 through the Company's Employee Stock Ownership Plan.
(3) Deferred Compensation Plan. Payable on a one for one basis.
(4) Phantom Stock units credited under the Company Deferred Compensation Plan for employees.
(5) Total has been adjusted to include shares acquired prior to August 29th, 2002 under the Company's Deferred Compensation Plan at prices ranging from $43.01 to $43.93 per unit.

By: /s/ **W. Timothy Pohl** **11/19/02**
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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 Number.