

AMERICAN WATER WORKS CO INC
 Form 4
 January 06, 2003

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

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

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 Filed By

1. Name and Address of Reporting Person* Barr J. James			2. Issuer Name and Ticker or Trading Symbol American Water Works Company, Inc. - AWK				6. Relationship of I to Issuer (Check all <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title) President and Ch		
(Last) (First) (Middle) 1025 Laurel Oak Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 149-32-7171		4. Statement for Month/Day/Year 01/02/03		7. Individual or Joi (Line) <input checked="" type="checkbox"/> Form filed by Or <input type="checkbox"/> Form filed by M		
(Street) Voorhees, NJ 08043					5. If Amendment, Date of Original (Month/Day/Year)				
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner- ship Form Direct (D) or Indirect (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common	01/02/03		J⁽¹⁾		4,058	D		720,637.6264	
Common								936.4859	
Common								14,223.2936	
Common								1,018.4941⁽²⁾	

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).

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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 Security (Instr. 3)	2. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
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				(Instr. 3, 4 & 5)			Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		(Instr. 4)
				Code	V	(A)						
Deferred Stock												35,388
Emp Stock Option									Common			170,000

Explanation of Responses:

- (1) Shares vested under the Long-Term Performance Based Incentive Plan were transferred into the Company's Deferred Compensation Plan.
- (2) I disclaim beneficial ownership of equity securities owned by my spouse.

By: /s/ **W. Timothy Pohl**
Attorney-in-Fact
 **Signature of Reporting Person

1/6/2011
 Date

**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.

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints W. Timothy Pohl, George Patrick, Taara Young, and Margaret Tracy signing singly, the undersigned's attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of American Water Works Company, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the

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opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6 day of September, 2002.

Signature: /s/

Print Name: Robert D. Sievers