

American Water Works Company, Inc.  
 Form 4  
 May 11, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1025 LAUREL OAK ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/09/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and COO

VOORHEES, NJ 08043  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |         |   |  |
| Common Stock                    | 05/09/2016                           |  | M                              | V   | 17,995  | A  | \$ 27.08                                   | 102,759 | D |  |
| Common Stock                    | 05/09/2016                           |  | S                              |   | 17,995  | D  | \$ 74.33<br><u>(1)</u>                     | 84,764  | D |  |
| Common Stock                    | 05/09/2016                           |  | M                              |   | 10,000  | A  | \$ 34.12                                   | 94,764  | D |  |
| Common Stock                    | 05/09/2016                           |  | S                              |   | 10,000  | D  | \$ 74.4<br><u>(1)</u>                      | 84,764  | D |  |
| Common Stock                    | 05/10/2016                           |  | M                              |   | 10,000  | A  | \$ 34.12                                   | 94,764  | D |  |

Common Stock    05/10/2016    S    10,000    D    \$ 74.5    84,764    D

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

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**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 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   | 05/09/2016                           |  | M                              | 17,995  | <u>(2)</u> 12/31/2017                                    | Common Stock    17,995  |
| Employee Stock Option (right to buy)       | \$ 34.12   | 05/09/2016                           |  | M                              | 10,000  | <u>(4)</u> 12/31/2018                                    | Common Stock    10,000  |
| Employee Stock Option (right to buy)       | \$ 34.12   | 05/10/2016                           |  | M                              | 10,000  | <u>(4)</u> 12/31/2018                                    | Common Stock    10,000  |

## Reporting Owners

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

## Signatures

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

05/11/2016

\_\_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).

- These shares were sold in multiple transactions at prices ranging from \$74.30 to \$74.44, inclusive. The reporting person undertakes to
- (1) provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
  - (2) The option award granted on February 24, 2011 and representing a right to purchase 55,292 shares, vested in three equal installments on January 1, 2012, 2013 and 2014.
  - (3) Prior exercises of 37,297 shares in the aggregate were previously reported.
  - (4) The option award granted on February 23, 2012 and representing a right to purchase 46,514 shares, vested in three equal installments on January 1, 2013, 2014 and 2015.

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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