

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
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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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 www.section16.net

1. Name and Address of Reporting Person* Pohl W. Timothy (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol American Water Works Company, Inc. - AWK			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel and Secretary		
1025 Laurel Oak Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 400-76-6994			4. Statement for Month/Day/Year 11/19/02		
(Street) Voorhees, NJ 08043			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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).

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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	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
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Action Code (Instr. 8)	of Derivative Securities (A) or Disposed of (D)		Date (Month/Day/Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title				
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.

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