

American Water Works Company, Inc.  
 Form 4  
 March 09, 2016

**FORM 4**

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

OMB APPROVAL

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**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)  
 03/08/2016

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

VOORHEES, NJ 08043

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

(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 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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |  |   |
| Common Stock                    | 03/08/2016                           |  | M                              |   | 20,000  | \$ 27.08   | 104,764 <sup>(1)</sup>                     | D |
| Common Stock                    | 03/08/2016                           |  | S                              |   | 10,000  | \$ 68  | 94,764                                     | D |
| Common Stock                    | 03/08/2016                           |  | S                              |   | 10,000  | \$ 68.5  | 84,764                                     | D |

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

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SEC 1474 (9-02)

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. 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   | 03/08/2016                           |  | M                              | 20,000  | (2)  | 12/31/2017  | Common Stock | 20,000                     |

## 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  
Date: 03/09/2016

\*\*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).
- (1) Includes 102 shares purchased under the American Water Works Company, Inc. Employee Stock Purchase Plan.
- (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) A prior exercise of 7,297 shares underlying this option was previously reported.

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