

WALKER KELLYE L

Form 4

November 26, 2012

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER KELLYE L

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)
11/23/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Admin. Officer ,SVP& GC

VOORHEES, NJ 08043

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/23/2012	11/23/2012	M	4,361	A \$ 22.31	6,674	D
Common Stock	11/23/2012	11/23/2012	M	6,000	A \$ 27.08	12,674	D
Common Stock	11/23/2012	11/23/2012	S	9,344	D \$ 37.21	3,485	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)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	9. Title and Amount of Underlying Securities (Instr. 3 and 4)	10. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Employee Stock Option (right to buy)	\$ 22.31	11/23/2012	11/23/2012	M	4,361	(1) 12/31/2016	Common Stock	4,361		
Employee Stock Option (right to buy)	\$ 27.08	11/23/2012	11/23/2012	M	6,000	(2) 12/31/2017	Common Stock	6,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER KELLYE L 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			Chief Admin. Officer, SVP & GC	

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed 11/26/2012

____ 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) The Option Award granted on February 25, 2010, representing a right to purchase a total of 33,543 shares, vests in three equal installments on January 1, 2011, 2012 and 2013.

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- (2) The Option Award granted on February 24, 2011, representing a right to purchase a total of 32,101 shares, vests in three equal installments on January 1, 2012, 2013 and 2014.

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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