

American Water Works Company, Inc.

Form 4

January 21, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crane Leonard

(Last) (First) (Middle)

1025 LAUREL OAK ROAD

(Street)

VOORHEES, NJ 08043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/16/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

VP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/16/2015		M		751	A	\$ 0 3,958
Common Stock	01/16/2015		A		846	A	\$ 0 4,804
Common Stock	01/16/2015		F		635	D	\$ 55.71 4,169

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

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
Performance Stock Units	(1)	01/16/2015		A		322 (2)		(1)	12/31/2014(4)	Common Stock	322
Performance Stock Units	(1)	01/16/2015		M		751 (3)		(1)	12/31/2014(4)	Common Stock	751

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Crane Leonard 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	VP, Human Resources

## Signatures

/s/ Steven Robbins by Power of Attorney previous  
filed 01/21/2015

\_\_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) Each performance stock unit represented a contingent right to receive one share of common stock of American Water Works Company, Inc. (the "Company"), based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Total Return Index over a three-year performance period, beginning on January 1, 2012 and ending December 31, 2014.
- (2) Represents the above-target earned portion of the TSR performance stock unit. In 2012, the Company granted 429 performance stock units, equal to the number of shares to be received if target performance was achieved.
- (3) Represents the earned portion of the TSR performance stock units, including target units granted in 2012 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.

## Edgar Filing: American Water Works Company, Inc. - Form 4

(4) Represents the end of the performance period to which the performance stock units relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.