American Water Works Company, Inc.

Form 4

January 21, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

01/16/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * Pape Kathy 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			3. Date of Earliest Transaction (Month/Day/Year) 01/16/2015						Director 10% Owner Negrective title Other (specify below)  President, PA American Water			
VOORHEE		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				
VOORHEES, NJ 08043 (City) (State) (Zip)		(Zin)						•.•	Person			
1.Title of 2. Transaction Date 2A. Deer		2A. Deemed				ties Acquired		5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution D any (Month/Day	,	Code (Instr. 8		on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		` '	Securities Form: Direct Indirect Beneficially (D) or Benefi Owned Indirect (I) Owner Following (Instr. 4) (Instr. Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/16/2015			Code M	V	Amount 2,534	(D)	Price \$ 0	27,669	D		
Common Stock	01/16/2015			A		2,852	A	\$ 0	30,551	D		

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

F

1,781 D

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28,770

D

SEC 1474 (9-02)

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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)	ecution Date, if TransactionDerivative Code Securities		es d (A) or d of (D)	6. Date Exerc Expiration D (Month/Day/	7. Title and Am Underlying Sect (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of SI
Performance Stock Units	(1)	01/16/2015		A	1,086 (2)		<u>(1)</u>	12/31/2014(4)	Common Stock	
Performance Stock Units	<u>(1)</u>	01/16/2015		M		2,534	<u>(1)</u>	12/31/2014(4)	Common Stock	2

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pape Kathy L 1025 LAUREL OAK ROAD VOORHEES, NJ 08043

President, PA American Water

# **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).
- 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 1,448 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.
- (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.

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