

American Water Works Company, Inc.
 Form 4
 March 08, 2016

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Warnock Loyd A

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)

VOORHEES, NJ 08043

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2016

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, External Affairs, Comm.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/04/2016		M	3,115 A \$ 52.75	11,862 ⁽¹⁾	D	
Common Stock	03/04/2016		S	3,115 D \$ 67.53	8,747	D	
Common Stock	03/04/2016		M	3,050 A \$ 46.45	11,797	D	
Common Stock	03/04/2016		S	3,050 D \$ 67.53	8,747	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)

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.75	03/04/2016		M	3,115	<u>(2)</u> 12/31/2021	Common Stock	3,115
Employee Stock Option (right to buy)	\$ 46.45	03/04/2016		M	3,050	<u>(3)</u> 12/31/2020	Common Stock	3,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warnock Loyd A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP, External Affairs, Comm.	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd Warnock 03/08/2016

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 143 shares purchased under the American Water Works Company, Inc. Employee Stock Purchase Plan.
- (2) The option award granted on February 17, 2015, representing a right to purchase 10,435 shares, vests in three equal installments on January 1, 2016, 2017 and 2018.
- (3) The option award granted on April 28, 2014, representing a right to purchase 12,273 shares, vests in three equal installments on January 1, 2015, 2016 and 2017.
- (4) A prior exercise of 3,759 shares underlying this option was previously reported.

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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