

American Water Works Company, Inc.
 Form 4
 May 26, 2015

FORM 4

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

OMB APPROVAL

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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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, PA American Water

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/22/2015		M		410 A \$ 20.7	30,110 ⁽¹⁾	D
Common Stock	05/22/2015		S		410 D \$ 52.91	29,700	D
Common Stock	05/22/2015		M		2,367 A \$ 22.31	32,067	D
Common Stock	05/22/2015		S		2,367 D \$ 52.91	29,700	D
Common Stock	05/22/2015		M		2,193 A \$ 27.08	31,893	D

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Common Stock 05/22/2015 S 2,193 D \$ 52.91 29,700 D

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

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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)	\$ 20.7	05/22/2015		M	410	<u>(2)</u> 12/31/2015	Common Stock	410
Employee Stock Option (right to buy)	\$ 22.31	05/22/2015		M	2,367	<u>(4)</u> 12/31/2016	Common Stock	2,367
Employee Stock Option (right to buy)	\$ 27.08	05/22/2015		M	2,193	<u>(6)</u> 12/31/2017	Common Stock	2,193

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 previously
filed

05/26/2015

__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) Includes 97 shares purchased under the American Water Works Company, Inc.'s Nonqualified Employee Stock Purchase Plan.
- (2) The option award granted on February 20, 2009, representing a right to purchase 20,177 shares, vested in three equal installments on January 1, 2010, 2011 and 2012.
- (3) 19,767 shares of this option award were previously exercised and reported.
- (4) The option award granted on February 25, 2010, representing a right to purchase 16,816 shares, vested in three equal installments on January 1, 2011, 2012 and 2013.
- (5) 14,449 shares of this option award were previously exercised and reported.
- (6) The option award granted on February 24, 2011, representing a right to purchase 15,029 shares, vested in three equal installments on January 1, 2012, 2013 and 2014.
- (7) 12,836 shares of this option award were previously exercised and reported.

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.