

Ashworth Emily A.
Form 4
March 14, 2012

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 *
Ashworth Emily 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)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Information Officer

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)
				(A) or (D)	Price		
Common Stock	03/12/2012	03/12/2012	M	780	A \$ 21.5	4,098	D
Common Stock	03/12/2012	03/12/2012	M	1,061	A \$ 21.5	5,159	D
Common Stock	03/12/2012	03/12/2012	M	2,065	A \$ 20.7	7,224	D
Common Stock	03/12/2012	03/12/2012	M	1,284	A \$ 22.31	8,508	D
Common Stock	03/12/2012	03/12/2012	M	2,497	A \$ 27.08	11,005	D

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Common Stock	03/12/2012	03/12/2012	S	7,687	D	\$ 34.1	3,318	D
Common Stock	03/12/2012	03/12/2012	S	725	D	\$ 34.1	2,593	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)	\$ 21.5	03/12/2012	03/12/2012	M	780	<u>(1)</u> 12/31/2013	Common Stock	780
Employee Stock Option (right to buy)	\$ 21.5	03/12/2012	03/12/2012	M	1,061	<u>(2)</u> 12/31/2014	Common Stock	1,061
Employee Stock Option (right to buy)	\$ 20.7	03/12/2012	03/12/2012	M	2,065	<u>(3)</u> 12/31/2015	Common Stock	2,065
Employee Stock Option (right to buy)	\$ 22.31	03/12/2012	03/12/2012	M	1,284	<u>(4)</u> 12/31/2016	Common Stock	1,284
	\$ 27.08	03/12/2012	03/12/2012	M	2,497	<u>(5)</u> 12/31/2017		2,497

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashworth Emily A. 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			VP & Chief Information Officer	

Signatures

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

03/14/2012

**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 (Grant 1) granted on April 22, 2008, became exercisable on January 1, 2010.
- (2) The Option Award (Grant 2) granted on April 22, 2008, became exercisable on January 1, 2011.
- (3) The Option Award granted on February 20, 2009, representing a right to purchase a total of 8,723 shares at \$20.70, vested in equal installments on January 1, 2010, 2011 and 2012.
- (4) The Option Award granted on February 25, 2010, representing a right to purchase a total of 9,661 shares at \$22.31, vests in equal installments on January 1, 2011, 2012 and 2013.
- (5) The Option Award granted on February 24, 2011, representing a right to purchase a total of 10,358 shares at \$27.08, vests in 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. 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.