

American Water Works Company, Inc.
 Form 4
 May 11, 2016

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 *
 Lynch Walter

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)
 05/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and COO

VOORHEES, NJ 08043
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount					
Common Stock	05/09/2016		M		17,995	A	\$ 27.08	102,759	D	
Common Stock	05/09/2016		S		17,995	D	\$ 74.33 <u>(1)</u>	84,764	D	
Common Stock	05/09/2016		M		10,000	A	\$ 34.12	94,764	D	
Common Stock	05/09/2016		S		10,000	D	\$ 74.4 <u>(1)</u>	84,764	D	
Common Stock	05/10/2016		M		10,000	A	\$ 34.12	94,764	D	

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Common Stock	05/10/2016		S	10,000	D	\$ 74.5	84,764	D
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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	or Disposed of (D)		Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.08	05/09/2016		M	V	(A) 17,995	(2) 12/31/2017	Common Stock	17,995
Employee Stock Option (right to buy)	\$ 34.12	05/09/2016		M	V	(A) 10,000	(4) 12/31/2018	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 34.12	05/10/2016		M	V	(A) 10,000	(4) 12/31/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynch Walter 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			EVP and COO	

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact-for Walter J.
Lynch

05/11/2016

__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).

- These shares were sold in multiple transactions at prices ranging from \$74.30 to \$74.44, inclusive. The reporting person undertakes to
- (1) provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The option award granted on February 24, 2011 and representing a right to purchase 55,292 shares, vested in three equal installments on January 1, 2012, 2013 and 2014.
 - (3) Prior exercises of 37,297 shares in the aggregate were previously reported.
 - (4) The option award granted on February 23, 2012 and representing a right to purchase 46,514 shares, vested in three equal installments on January 1, 2013, 2014 and 2015.

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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