

Witherspoon Charles
 Form 3
 February 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Witherspoon Charles (Last) (First) (Middle) 1025 LAUREL OAK ROAD (Street) VOORHEES,Â NJÂ 08043 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/14/2018 | 3. Issuer Name and Ticker or Trading Symbol American Water Works Company, Inc. [AWK] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President and Treasurer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 586 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | | | | |
|---|-------|------------|-----------------|---------------|----------|------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 12/31/2022 | Common Stock | Shares 546 | \$ 65.15 | (I) (Instr. 5) D | Â |
|---|-------|------------|-----------------|---------------|----------|------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Witherspoon Charles 1025 LAUREL OAK ROAD VOORHEES, NJ 08043 | Â | Â | Â Vice President and Treasurer | Â |

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Charles
Witherspoon

02/16/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 shares indicated constitute restricted stock units issued under the American Water Works Company, Inc. ("American Water") 2007 Omnibus Equity Compensation Plan (the "Plan") which settle in shares of American Water common stock on a one share per unit basis.
- (2) The option award granted under the Plan on February 16, 2016 and representing a right to purchase 546 shares will vest in three equal installments on January 1, 2017, January 1, 2018 and January 1, 2019.

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.