

American Water Works Company, Inc.
 Form 4
 May 21, 2014

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 *
 Smith Mark S

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)
 05/19/2014

____ 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 | 05/19/2014 | | M | 123 | A \$ 27.08 | 2,957 | D |
| Common Stock | 05/19/2014 | | M | 343 | A \$ 34.12 | 3,300 | D |
| Common Stock | 05/19/2014 | | M | 300 | A \$ 39.45 | 3,600 | D |
| Common Stock | 05/19/2014 | | S | 766 | D \$ 47.22 | 2,834 | D |

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

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(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) | \$ 27.08 | 05/19/2014 | | M | 123 | <u>(1)</u> 12/31/2017 | Common Stock | 123 |
| Employee Stock Option (right to buy) | \$ 34.12 | 05/19/2014 | | M | 343 | <u>(2)</u> 12/31/2018 | Common Stock | 343 |
| Employee Stock Option (right to buy) | \$ 39.45 | 05/19/2014 | | M | 300 | <u>(3)</u> 12/31/2019 | Common Stock | 300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Mark S 1025 LAUREL OAK ROAD VOORHEES, NJ 08043 | | | VP & Chief Information Officer | |

Signatures

/s/ Thomas Wyatt by Power of Attorney previously
filed

05/21/2014

__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 granted on February 24, 2011, representing a right to purchase 981 shares, vested in three equal installments on January 1, 2012, 2013 and 2014.
 - (2) The option award granted on February 23, 2012, representing a right to purchase 4,008 shares, vests in three equal installments on January 1, 2013, 2014 and 2015.
 - (3) The option award granted on February 21, 2013, representing a right to purchase 4,288 shares, vests in three equal installments on January 1, 2014, 2015 and 2016.
 - (4) 735 shares of this option award were previously exercised and reported.
 - (5) 1,985 shares of this option award were previously exercised and reported.
 - (6) 700 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.

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