Strauss Mark F.
Form 4
January 25, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Strauss Mark F.

(Last) (First) (Middle)

1025 LAUREL OAK ROAD

(Street)

VOORHEES, NJ 08043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
American Water Works Company, Inc. [AWK]

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP,Corp Strategy&Bus. Develop

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2013	01/23/2013	M		5,362	A	$ 0	17,706	D	
Common Stock	01/23/2013	01/23/2013	M		2,285	A	$ 0	19,991	D	
Common Stock	01/23/2013	01/23/2013	F		2,735	D	$ 38.34	17,256 (9)	D	

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

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number.

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 Amou Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Performance Stock Unit	(1)	01/23/2013	01/23/2013	A		2,297		(2)	12/31/2012	Common Stock	2,2
Performance Stock Unit	(3)	01/23/2013	01/23/2013	M			5,362	(4)	12/31/2012	Common Stock	5,3
Performance Stock Unit	(5)	01/23/2013	01/23/2013	A		2,285		(6)	12/31/2012	Common Stock	2,2
Performance Stock Unit	(7)	01/23/2013	01/23/2013	M			2,285	(8)	12/31/2012	Common Stock	2,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strauss Mark F. 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			SVP,Corp Strategy&Bus. Develop	

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed	01/25/2013
**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) Each performance stock unit represented a contingent right to receive one share of American Water Works Company, Inc's (the "Company") common stock, based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over a three-year performance period, beginning on January 1, 2010 and ending December 31, 2012.

(2) Represents the above-target earned portion of the TSR performance stock units granted in 2010, which was based on the 20-day average stock price at the beginning of the performance period and at the end of the three year performance period (20 trading days before 12/31/09 and 20 trading days before 12/31/12).

(3) Each performance stock unit represented a contingent right to receive one share of American Water Works Company, Inc's (the "Company") common stock, based on the Company's annual total stockholder return ("TSR") relative to the performance of the other companies in the Dow Jones U.S. Utility Index over a three-year performance period, beginning on January 1, 2010 and ending December 31, 2012.

(4) Represents the earned portion of the TSR performance stock units granted in 2010. The number of TSR performance stock units earned was 175 percent of the target.

(5) Each performance stock unit represents a contingent right to receive one share of American Water Works Company, Inc's (the "Company") common stock, based on the Company's specified internal performance measures over a three-year performance period.

(6) Represents the earned portion of the internal performance measure stock units granted in 2010. The number of internal performance stock units earned was 175 percent of the target.

(7) Each performance stock unit represents a contingent right to receive one share of American Water Works Company, Inc's (the "Company") common stock, based on the Company's specified internal performance measures over a three-year performance period.

(8) Represents the earned portion of the internal performance measure stock units granted in 2010. The number of internal performance stock units earned was 175 percent of the target.

(9) Includes shares (2,652) acquired through the ESPP to date.

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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