Pape Kathy L
Form 4
May 15, 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 *
Pape Kathy L

(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)
05/13/2013

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)
President, PA American Water

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	05/13/2013	05/13/2013	M		221	A	$ 21.5	19,935	D	
Common Stock	05/13/2013	05/13/2013	M		358	A	$ 21.5	20,293	D	
Common Stock	05/13/2013	05/13/2013	M		2,285	A	$ 20.7	22,578	D	
Common Stock	05/13/2013	05/13/2013	M		14,449	A	$ 22.31	37,027	D	
Common Stock	05/13/2013	05/13/2013	M		8,950	A	$ 27.08	45,977	D	

Common Stock	05/13/2013	05/13/2013	S	26,263	D	$ 41.77	19,714	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 21.5	05/13/2013	05/13/2013	M			221	(1)	12/31/2013	Common Stock	221
Employee Stock Option (right to buy)	$ 21.5	05/13/2013	05/13/2013	M			358	(2)	12/31/2014	Common Stock	358
Employee Stock Option (right to buy)	$ 20.7	05/13/2013	05/13/2013	M			2,285	(3)	12/31/2015	Common Stock	2,285
Employee Stock Option (right to buy)	$ 22.31	05/13/2013	05/13/2013	M			14,449	(4)	12/31/2016	Common Stock	14,449
Employee Stock Option (right to buy)	$ 27.08	05/13/2013	05/13/2013	M			8,950	(5)	12/31/2017	Common Stock	8,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pape Kathy L 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			President, PA American Water	

Signatures

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed	05/15/2013
**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) The Option Award granted on April 22, 2008, representing a right to purchase a total of 10,034 shares at $21.50, became exercisable on January 1, 2010.

(2) The Option Award granted on April 22, 2008, representing a right to purchase a total of 11,295 shares at $21.50, became exercisable on January 1, 2011.

(3) The Option Award granted on February 20, 2009, representing a right to purchase a total of 20,177 shares at $20.70, became exercisable on January 1, 2010, 2011 and 2012.

(4) The Option Award granted on February 25, 2010, representing a right to purchase a total of 16,816 shares at $22.31, became exercisable on January 1, 2011, 2012 and 2013.

(5) The Option Award granted on February 24, 2011, representing a right to purchase a total of 15,029 shares at $27.08, became exercisable 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.
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