

American Water Works Company, Inc.

Form 4

November 13, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Warnock Loyd A

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)
11/10/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, External Affairs, Comm.

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

VOORHEES, NJ 08043

(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)
Common Stock	11/10/2015		M	3,759 A	\$ 46.45	11,672 ⁽¹⁾	D
Common Stock	11/10/2015		S	3,759 D	\$ 56.39 ⁽²⁾	7,913	D
Common Stock	11/10/2015		S	211 D	\$ 56.41	7,702	D

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

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SEC 1474
(9-02)

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 46.45	11/10/2015		M	3,759	⁽³⁾ 12/31/2020	Common Stock	3,759

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Warnock Loyd A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	SVP, External Affairs, Comm.

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd Warnock 11/13/2015

__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) Includes 727 shares purchased under the American Water Works Company, Inc. Employee Stock Purchase Plan (including 211 shares that were inadvertently omitted from the reporting person's Form 4s filed on January 5, 2015 and February 19, 2015).
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.3865 to \$56.40, inclusive. The reporting person undertakes to 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 ranges set forth above.
- (2) The option award granted on April 28, 2014, representing a right to purchase 12,273 shares, vests in three equal installments on January 1, 2015, 2016 and 2017.
- (3)

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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