

Degillio Deborah A
Form 4
January 29, 2018

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 *
Degillio Deborah 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)
01/25/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, AWE

VOORHEES, NJ 08043

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

(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	01/25/2018		M	1,136 A \$ 0	3,719	D	
Common Stock	01/25/2018		A	862 ⁽¹⁾ A \$ 0	4,581	D	
Common Stock	01/25/2018		F	707 D \$ 84.53	3,874	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)

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Unit	(2)	01/25/2018		A	487 (3)	(2) 12/31/2017(4)	Common Stock 48
Performance Stock Unit	(2)	01/25/2018		M	1,136 (5)	(2) 12/31/2017(4)	Common Stock 1,136

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Degillio Deborah A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043	President, AWE

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Deborah A. Degillio 01/29/2018

__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).

- Represents shares vested pursuant to an award of performance stock units (PSUs) granted in February 2015 under the American Water Works Company, Inc. 2007 Omnibus Equity Compensation Plan (the "Plan"). This award vested on January 25, 2018. PSUs are settled solely by the delivery of one share of common stock per PSU (and may not be settled in cash).
- (1) Each PSU represented a contingent right to receive one share of Company common stock, based in part on the Company's annual relative total stockholder return (TSR) over a three-year performance period, beginning on January 1, 2015 and ending December 31, 2017.
- (2) Represents the above-target earned portion of the TSR performance stock unit. In 2015, the Company granted 649 PSUs under the Plan, equal to the number of shares to be received if target performance was achieved.
- (3) Represents the end of the performance period to which the PSUs relate. This award vested on January 25, 2018.
- (4) Represents the earned portion of the TSR performance stock units, including target units granted in 2015 and above-target units earned based on TSR performance. The number of TSR performance stock units earned was 175 percent of the target.
- (5)

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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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