

Smith Mark S
Form 4
January 25, 2013

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
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(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)
01/23/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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)
____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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/23/2013	01/23/2013	M		565	A	\$ 0 891
Common Stock	01/23/2013	01/23/2013	M		223	A	\$ 0 1,114
Common Stock	01/23/2013	01/23/2013	F		290	D	\$ 38.34 824 ⁽⁹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	(1)	01/23/2013	01/23/2013	A	242			(2)	12/31/2012	Common Stock	242
Performance Stock Unit	(3)	01/23/2013	01/23/2013	M		565		(4)	12/31/2012	Common Stock	565
Performance Stock Unit	(5)	01/23/2013	01/23/2013	A	223			(6)	12/31/2012	Common Stock	223
Performance Stock Unit	(7)	01/23/2013	01/23/2013	M		223		(8)	12/31/2012	Common Stock	223

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/ 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

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- Represents the above-target earned portion of the TSR performance stock units granted in 2010, which was based on the 20-day average
- (2) 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).
- Each performance stock unit represented a contingent right to receive one share of American Water Works Company, Inc's (the
- (3) "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 acquired through the DRIP (5) and ESPP (82) 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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