

Pape Kathy L  
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 \*  
Pape Kathy L

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)  
President, PA American Water

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)
				(A) or (D)	Price		
Common Stock	01/23/2013	01/23/2013	M	5,177 A	\$ 0	18,810	D
Common Stock	01/23/2013	01/23/2013	M	2,206 A	\$ 0	21,016	D
Common Stock	01/23/2013	01/23/2013	F	2,473 D	\$ 38.34	18,543 <sup>(9)</sup>	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	(1)	01/23/2013	01/23/2013	A		2,218		(2)	12/31/2012	Common Stock	2,218
Performance Stock Unit	(3)	01/23/2013	01/23/2013	M		5,177		(4)	12/31/2012	Common Stock	5,177
Performance Stock Unit	(5)	01/23/2013	01/23/2013	A		2,206		(6)	12/31/2012	Common Stock	2,206
Performance Stock Unit	(7)	01/23/2013	01/23/2013	M		2,206		(8)	12/31/2012	Common Stock	2,206

## 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 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).

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- 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.
- (3)
  - (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 to date through the DRIP (559) and ESPP (4,945) 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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