

American Water Works Company, Inc.
Form 8-A12B
April 22, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

AMERICAN WATER WORKS COMPANY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

50-0063696
(IRS Employer Identification Number)

1025 Laurel Oak Road
Voorhees, NJ
(Address of Principal Executive Offices)

08043
(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ "

Securities Act registration statement file number to which this form relates: 333-145725

Securities to be registered pursuant to Section 12(b) of the Exchange Act:

Title Of Each Class

Name Of Each Exchange On Which

To Be So Registered
Common Stock,

Each Class Is To Be Registered
New York Stock Exchange

par value \$0.01 per share

Securities to be registered pursuant to Section 12(g) of the Exchange Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the Registrant's Common Stock, par value \$0.01 per share, is set forth under "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (Reg. No. 333-145725), filed with the Securities and Exchange Commission on August 27, 2007, as amended, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933 (the "Registration Statement"), which description is incorporated herein by reference.

Item 2. Exhibits.

None.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

AMERICAN WATER WORKS COMPANY, INC.

/s/ George W. Patrick

Name: George W. Patrick

Title: Senior Vice President,

General Counsel & Secretary

Dated: April 22, 2008