

Rhodes Matthew
Form 4
July 11, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rhodes Matthew

(Last) (First) (Middle)

762 LANCASTER AVE.

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AQUA AMERICA INC [WTR]

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Strategy & Corp Dev

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/09/2018		Code V	Amount (1)	(A) or (D) Price		
			A	2,605	A \$ 0 2,605	D	
Common Stock	07/09/2018		A	7,162 (2)	A \$ 0 9,767	D	
Common Stock	07/09/2018		A	3,581 (3)	A \$ 0 13,348	D	

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)	8. Date (Instr. 3 and 4)	9. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 35.44	07/09/2018		A	6,856 (4)	02/27/2019 02/27/2028	Common Stock	6,856	

Reporting Owners

Reporting Owner Name / Address	Relationships
Rhodes Matthew 762 LANCASTER AVE. BRYN MAWR, PA 19010	Director 10% Owner Officer Other EVP, Strategy & Corp Dev

Signatures

Brian Dingerdissen, attorney-in-fact for Mr.
Rhodes 07/11/2018

**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 award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units vest on February 27, 2021.
 - Represents award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units vest on February 21, 2019.
 - Represents award of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Common Stock. The restricted stock units vest on February 22, 2020.
 - Grant of 6,856 shares of stock options which vest one-third each year on February 27 of 2019, 2020 and 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.