

American Water Works Company, Inc.  
 Form 4  
 April 29, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Kalinovich James M.

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)  
 04/28/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President & Treasurer

VOORHEES, NJ 08043  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 04/28/2008                           |  | P                              | 2,400 (1) A \$ 21.5   | 2,400   | D  |                                   |
| Common Stock                    | 04/28/2008                           |  | A                              | 676 (2) A \$ 0  | 3,076   | D  |                                   |
| Common Stock                    | 04/28/2008                           |  | A                              | 765 (3) A \$ 0  | 3,841   | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 21.5  | 04/28/2008                           |  | A                              | 5,329   | 01/01/2010 12/31/2013                                    | Common Stock  | 5,329                      |
| Employee Stock Option (right to buy)       | \$ 21.5  | 04/28/2008                           |  | A                              | 5,816   | 01/01/2011 12/31/2014                                    | Common Stock  | 5,816                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Kalinovich James M.<br>1025 LAUREL OAK ROAD<br>VOORHEES, NJ 08043 |               |           | Vice President & Treasurer |       |

## Signatures

/S/ Karen K. Pettiford-Wilson as Attorney-in-Fact pursuant to Power of Attorney previously filed 04/29/2008

\_\_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) Represents shares purchased pursuant to American Water Works Company, Inc.'s Reserved Share Program upon the closing of its initial public offering.
- (2)

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Represents restricted stock units awarded in connection with the initial public offering of American Water Works Company, Inc. The restricted stock units will vest on January 1, 2010.

(3) Represents restricted stock unit award. The restricted stock units will vest on January 1, 2011.

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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