

Rowe Nick Orlando
 Form 4
 March 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Rowe Nick Orlando

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)
 03/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Central Division

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/02/2012	03/02/2012	M		1,433 A \$ 21.5	8,897	D
Common Stock	03/02/2012	03/02/2012	M		1,313 A \$ 21.5	10,210	D
Common Stock	03/02/2012	03/02/2012	M		6,847 A \$ 20.7	17,057	D
Common Stock	03/02/2012	03/02/2012	M		4,422 A \$ 22.31	21,479	D
Common Stock	03/02/2012	03/02/2012	M		2,645 A \$ 27.08	24,124	D

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Common Stock 03/02/2012 03/02/2012 S 16,660 D \$ 33.88 7,464 D

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

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.5	03/02/2012	03/02/2012	M	1,433	<u>(1)</u> 12/31/2013	Common Stock	1,433
Employee Stock Option (right to buy)	\$ 21.5	03/02/2012	03/02/2012	M	1,313	<u>(2)</u> 12/31/2014	Common Stock	1,313
Employee Stock Option (right to buy)	\$ 20.7	03/02/2012	03/02/2012	M	6,847	<u>(3)</u> 12/31/2015	Common Stock	6,847
Employee Stock Option (right to buy)	\$ 22.31	03/02/2012	03/02/2012	M	4,422	<u>(4)</u> 12/31/2016	Common Stock	4,422
Employee Stock Option (right to buy)	\$ 27.08	03/02/2012	03/02/2012	M	2,645	<u>(5)</u> 12/31/2017	Common Stock	2,645

