

Warnock Loyd A  
 Form 4  
 September 04, 2018

**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 \*  
 Warnock Loyd A

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)  
 08/30/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Ext. Affairs, Bus. Dev.

VOORHEES, NJ 08043

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 08/30/2018                           |  | M                              |   | 782   | A  | \$ 65.15                          |
| Common Stock                    | 08/30/2018                           |  | M                              |   | 5,245   | A  | \$ 52.75                          |
| Common Stock                    | 08/30/2018                           |  | S                              |   | 6,027   | D  | \$ 88.04<br>(1)                   |
| Common Stock                    | 08/31/2018                           |  | M                              |   | 4,493   | A  | \$ 65.15                          |
| Common Stock                    | 08/31/2018                           |  | S                              |   | 4,493   | D  | \$ 87.63                          |

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(2)

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

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(9-02)

**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 (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)       | \$ 65.15   | 08/30/2018                           |  | M                              | 782  | <u>(3)</u> 12/31/2022                                    | Common Stock  | 782                           |
| Employee Stock Option (right to buy)       | \$ 52.75   | 08/30/2018                           |  | M                              | 5,245  | <u>(4)</u> 12/31/2021                                    | Common Stock  | 5,245                         |
| Employee Stock Option (right to buy)       | \$ 65.15   | 08/31/2018                           |  | M                              | 4,493  | <u>(3)</u> 12/31/2022                                    | Common Stock  | 4,493                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Warnock Loyd A<br>1025 LAUREL OAK ROAD<br>VOORHEES, NJ 08043 |               |           | SVP, Ext. Affairs, Bus. Dev. |       |

## Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd A.  
Warnock

09/04/2018

\_\_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).
  - (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.00 to \$88.09, inclusive. The report person undertakes to provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.50 to \$87.875, inclusive. The report person undertakes to provide to American Water Works Company, Inc., any security holder thereof, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
  - (2) This option award granted on February 16, 2016, representing a right to purchase 10,108 shares, vests in three equal installments on January 1, 2017, 2018 and 2019.
  - (3) The option award granted on February 17, 2015, representing a right to purchase 10,435 shares, vested in three equal installments on January 1, 2016, 2017 and 2018.
  - (4) A prior exercise of 3,115 shares underlying this option was previously reported.

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.