American Water Works Company, Inc.

Form 4

March 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Person

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Warnock Loyd A Issuer Symbol American Water Works Company, (Check all applicable) Inc. [AWK] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title . _ Other (specify (Month/Day/Year) below) below) 1025 LAUREL OAK ROAD 03/04/2016 SVP, External Affairs, Comm. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

VOORHEES, NJ 08043

(Ctota)

	(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y Owned
Sec	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
	ommon ock	03/04/2016		M	3,115	A	\$ 52.75	11,862 <u>(1)</u>	D	
	ommon ock	03/04/2016		S	3,115	D	\$ 67.53	8,747	D	
	ommon ock	03/04/2016		M	3,050	A	\$ 46.45	11,797	D	
	ommon ock	03/04/2016		S	3,050	D	\$ 67.53	8,747	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	Conversion (Month/Day/Year) Executor Exercise any varice of (Month Oberivative		4. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.75	03/04/2016		M	3,115	(2)	12/31/2021	Common Stock	3,115
Employee Stock Option (right to buy)	\$ 46.45	03/04/2016		M	3,050	(3)	12/31/2020	Common Stock	3,050

Reporting Owners

Director 10% Owner Officer Other

Warnock Loyd A 1025 LAUREL OAK ROAD VOORHEES, NJ 08043

SVP, External Affairs, Comm.

Signatures

/s/ Jeffrey M. Taylor, as attorney-in-fact for Loyd Warnock 03/08/2016

**Signature of Reporting Person Date

Reporting Owners 2

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) Includes 143 shares purchased under the American Water Works Company, Inc. Employee Stock Purchase Plan.
- (2) The option award granted on February 17, 2015, representing a right to purchase 10,435 shares, vests in three equal installments on January 1, 2016, 2017 and 2018.
- (3) The option award granted on April 28, 2014, representing a right to purchase 12,273 shares, vests in three equal installments on January 1, 2015, 2016 and 2017.
- (4) A prior exercise of 3,759 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.