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Mary 11, 2012 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Check this box if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Common Section 16. Form 5 Check this box if no longer subject to Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). OMB APPROVAL (Print or Type Responses) 1. Name and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Midle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer (Last) (First) Midle) 3. Date of Earliest Transaction (Month/Day/Year) Director below) Director (Check all applicable) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired. Disposed of, or Beefricially Owned (Instr. 3) 5. Amount of Security (Month/Day/Year) 5. Amount of Security (Month/Day/Year) 6. Individual or Joint/Group Filing(Check. Applicable Line) (Code V Amount (D) 5. Amount of Security (Month/Day/Year) 6. Amount of Security (Month/Day/Year) 6. Amount of Security (Month/Day/Year) 7. Nature of Security (Month/Day/Year) (Check A. Securities Acquired Stock	WALKER K Form 4	KELLYE L										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB OMB APPROVAL OMB OMB APPROVAL OMB S235-0287 Check this box if no longer section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Statement Section 16. Statement Section 16. Statement Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company Act of 1940 Statement Section 17(a) of the Public Utility Holding Company. Inc. [AWK] Statement Section 17(a) of the Public Utility Holding Company. Inc. [AWK] Statement Section 17(a) of the Public Utility Holding Company. Inc. [AWK] Statement Section 17(a) of the Public Utility Company. Inc. [AWK] Check all applicable (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director Section 10(Stoury FilingCheck Applicable Line) - 2X-Form filed by One Reporting Person Person OMent Applicable Line) - 2X-Form filed by One Reporting Person Person This of Nature of Ownership Indirect (I) (Instr. 4) S. Anount 6 (Instr. 4) This of Nature of Ownership Indirect (I) (Instr. 4) S. Anount 6 (Inst		2										
Check this box if no longer subject to Section 16. Form 4 or Form 4 or Section 17(a) of the Public Utility Holding Company Act of 1935, or Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ¹ / ₂ 2. Issuer Name and Ticker or Trading Symbol American Water Works Company, Inc. [AWK] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Inc. [AWK] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Inc. [AWK] VOORHEES, NJ 08043 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired. Disposed of , or Beneficially (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 4) (Month/Day/Year) (Inst										OMB AF	PROVAL	
$ \begin{array}{c} \mbox{if no longer} \\ \mbox{subject to} \\ \mbox{sbect to 16.} \\ \mbox{Section 16.} \\ \mbox{Form 4 or} \\ \mbox{Form 4 or} \\ \mbox{Form 4 or} \\ \mbox{Form 5 } \\ \mbox{Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, \\ \mbox{may continue} \\ \mbox{Sect in 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940 \\ \mbox{I(b)} \\ \mbox{Sec Instruction} \\ \mbox{Sec Instruction} \\ \mbox{Sec Instruction} \\ \mbox{I(b)} \\ \mbox{Sec Instruction} \\ \mbox{Sec Instructin} \\ \mbox{Sec Instruction} \\ \mbox{Sec Instruction} \\ Sec I$		UNITED STATES SECURITIES AND EACHANGE COMMISSION							OMMISSION	-	3235-0287	
may continue. Section 17(4) of the Public Outry Holding Company Act of 1955 of Section 30(h) of the Investment Company Act of 1940 (b). (b). (c). (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction Ticker or Trading Structure (give title) 0. Officer (give title) 0. Officer (source) (1025 LAUREL OAK ROAD 05/09/2012 Chief Admin. Officer, SVP& GC 6. Individual or Joint/Group Filing(Check Applicable Line) VOORHEES, NJ 08043 Table I - Non-Derivative Securities Acquired 5. Amount of Supposed of (D) Scurites Officer (D) or micro	if no long subject to Section 1 Form 4 c Form 5	ger 5 STATEM 16. 57 Filed pure	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: 2005 Estimated average burden hours per		
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WALKER KELLYE L Symbol Issuer Issuer Issuer Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 1025 LAUREL OAK ROAD 05/09/2012 — Director (Month/Day/Year) — Officer (give tile) — Officer (specify below) VOORHEES, NJ 08043 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) VOORHEES, NJ 08043 Z. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired Code (Instr. 3) 5. Amount of Ownership Form filed by One Reporting Person 7. Nature of Security (Instr. 3) (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired (Instr. 3, 4 and 5) 5. Amount of Ownership 6. 7. Nature of Security (Instr. 4) (Instr. 4) (Month/Day/Year) S. (Instr. 8) 3. 4. Securities Acquired (Instr. 4) 5. Amount of Ownership 6. 7. Nature of Security (Instr. 4) (Common Stock 05/09/2012 05/09/2012 M 18,000 A \$22,31 18,444 D	(I mit of Type)	(100p 011000)										
$\begin{tabular}{ c c c c c c c } \hline Inc. [AWK] & (Check all applicable) & (Check all applicable$				Symbol American Water Works Company,					Issuer			
IO25 LAUREL OAK ROAD (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Chief Admin. Officer (give title below) Other (specify below) 1025 LAUREL OAK ROAD 05/09/2012 Chief Admin. Officer, SVP& GC Chief Admin. Officer, SVP& GC (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) VOORHEES, NJ 08043 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired, Securities Ownership Indirect 7. Nature of Indirect (Instr. 3) (Month/Day/Year) 3. 4. Securities (Instr. 3, 4 and 5) Securities Ownership Indirect (I) (Instr. 4) 7. Nature of Indirect (I) (Instr. 4) (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 4) Securities Ownership Indirect (I) (Instr. 4) Common Stock 05/09/2012 05/09/2012 M 18,000 A \$ 22.31 18,444 D												
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(City)(State)(Zip)Table I - Non-Derivative Securities Acquired, Disposed of UNDisposed of ConstraintsDisposed of Constraints <td>VOORHEE</td> <td>S, NJ 08043</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td> Form filed by M</td> <td></td> <td></td>	VOORHEE	S, NJ 08043							Form filed by M			
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(15/(19/7)(17)) $(15/(19/7)(17))$ $(15/(16/13))$ $(15/(19/7)(17))$ $(15/(19/7$		05/09/2012	05/09/2	012	М	18,000	А		18,444	D		
		05/09/2012	05/09/2	012	S	16,131	D	\$ 34.1	2,313	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 number.

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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. Transacti Code (Instr. 8)	 5. Number of actionDerivative Securities 8) 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)	\$ 22.31	05/09/2012	05/09/2012	М		18,000	<u>(1)</u>	12/31/2016	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WALKER KELLYE L 1025 LAUREL OAK ROAD VOORHEES, NJ 08043			Chief Admin. Officer ,SVP& GC					
Signatures								
10/ Karan K. Dattiford Wilson by De	war of Attor	nov proviously						

/s/ Karen K. Pettiford-Wilson by Power of Attorney previously filed 05/11/2012

**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 Option Award granted on February 25, 2010, representating a right to purchase a total 33,543 shares, vests in three equal installments on January 1, 2011, 2012 and 2013.

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.